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ABBREVIATIONS AND DEFINITIONS

For the purposes of this Charter, the following terms shall have the meanings set forth below:

Articles of Association: The foundational legal document setting out CAK's statutory framework.

Board of Directors: As detailed in the Board Charter, the governing body responsible for strategic oversight.

CAK: Conservation Alliance Kenya.

Charter: This Members Charter, as amended from time to time.

Code of Ethics and Conduct Policy: The policy outlines the ethical standards and expected behavior for all members and officers of CAK.

Conflict of Interest Policy: The document detailing the procedures for disclosing and managing conflicts of interest.

DREC: The Dispute Resolution and Ethics Committee handles disciplinary and conflict resolution matters.

Effective Date: The date upon which this Charter becomes binding and operative.

GEC: The Governance and Ethics Committee is responsible for periodic audits and governance oversight.

General Assembly: The supreme decision-making body of CAK, composed of all eligible members.

Member: A registered organisation or association whose mandate is conserving the environment and natural resources.

Membership Committee: The committee is charged with reviewing and processing membership applications.

Secretariat: The administrative unit responsible for implementing day-to-day operations and decision-making.

Suspension: Temporary removal of privileges due to minor compliance violations.

Termination: Permanent removal of membership for serious ethical violations.

BOARD RESOLUTION

This Members' Charter was approved and adopted by a resolution of the Board of Directors of the Conservation Alliance of Kenya during a duly convened board meeting on 12 March 2025, in compliance with the provisions of the Memorandum and Articles of Association.

ARTICLE 1: PREAMBLE

WHEREAS, the Conservation Alliance Kenya is established as a legal entity committed to the sustainable conservation of Kenya's biodiversity and natural resources,

We, the members,

- 1.1 Acknowledge the necessity of conservation for future generations;
- 1.2 Commit to fostering collaboration among stakeholders;
- 1.3 Recognise the role of integrating sustainable development into national development (social equity and economic).
- 1.4 United to address challenges such as climate change, habitat degradation, and species extinction; and
- 1.5 Uphold principles of inclusivity, transparency, and ethical stewardship.

This Charter establishes the governance framework aligned with best practices, emphasising accountability, transparency, sustainability and ethical leadership in managing CAK membership and operations. CAK recognises its responsibility to ensure active member participation, uphold ethical conservation standards and maintain strong governance oversight mechanisms

ARTICLE 2: PURPOSE

This Charter provides a legally enforceable framework to:

- 2.1 Define membership standards, rights and responsibilities.
- 2.2 Establish governance structures aligned with best governance principles.
- 2.3 Ensure financial transparency and responsible resource allocation.
- 2.4 Fosters an inclusive, participatory, and impact-driven conservation community.
- 2.5 Promote ethical conduct, stakeholder engagement and dispute resolution.
- 2.6 Align with CAK Memorandum and Articles of Association and applicable regulations

ARTICLE 3: ORGANISATIONAL OVERVIEW

3.1 Name and Nature of Organisation

The Conservation Alliance Kenya (hereafter referred to as "CAK") is a legally registered entity facilitating member-led initiatives for sustainable ecosystem conservation. CAK provides a collaborative platform instead of directly implementing conservation programs.

3.2 Historical Context and Rationale

CAK was formed in 2013 after the "Together for Kenya's Wildlife" conference and was officially registered in 2016. CAK brings together conservation stakeholders for a collective impact.

3.3 Principles

CAK is founded on:

- a) Sustainable management of natural resources,
- b) Multi-sector partnerships,
- c) Capacity-building and policy engagement,
- d) Inclusivity of marginalised communities,
- e) Research, innovation, and sustainable funding mechanisms.

ARTICLE 4: MEMBERSHIP STRUCTURE

4.1 Eligibility and Ethical Standards

- a) Membership is voluntary and open to legally registered associations and organisations committed to conservation.
- b) Members must comply with CAK's Code of Ethics and Governance Policies to maintain good standing.
- c) Membership applications undergo a transparent review process incorporating best practices for stakeholder inclusion.

4.2 Membership Engagement and Decision-Making

4.2.1 Members participate in decision-making through the General Assembly.

4.2.2 Annual members' consultations ensure alignment with CAK's strategic direction

4.2.3 Members must demonstrate integrity, respect and accountability in all interactions with CAK and other stakeholders.

4.3 Membership Fees, Renewal and Benefits

4.3.1 Membership fees and review: Membership fees are reviewed biennially by the Board of Directors, considering inflation, operational costs, and financial stability, and communicated at least three (3) months prior to implementation

4.3.2 Renewal: Fees must be remitted annually (July 1), with reminders sent 60, 30, and 7 days before the due date.

4.3.3 Grace Period: Members shall be granted a 30-day grace period. After 60 days, membership is suspended, and benefits are forfeited.

4.3.4 Members' Benefits and Engagement: All members in good standing enjoy the following:

- a) Access to grant opportunities and funding partnerships;
- b) Capacity-building workshop and technical training;
- c) Brand visibility through CAK network;
- d) Partnerships with government and conservation stakeholders;
- e) Networking events; and
- f) Policy participation.

4.4 Application and Review Process

4.4.1 Applicants must submit a completed Membership Application Form along with the following:

- a) A certified copy of the organisation's or association's registration certificate;
- b) A signed Code of Ethics and Governance Policy and Members Charter;

- c) A letter of recommendation from two existing members; and
- 4.4.2 Review: The Membership Committee will review applications within thirty (30) days, and approved applicants must pay a fee within fourteen (14) days.
- 4.4.3 Appeals: Applicants who receive a rejection notice may appeal in writing to the Board of Directors within fourteen (14) days, and a final decision will be issued within twenty-one (21) days.
- 4.4.4 Termination: Grounds for termination include unethical conduct, legal violations, or non-compliance with CAK policies and procedures.
- 4.5 Members' Liability in Dissolution: Each member commits to contributing, during winding up or within one year thereafter, an amount not exceeding Kenya shillings five thousand (Ksh 5,000) (or such revised figure) to settle outstanding debts and related expenses, in the event of dissolution as per the CAK governing documents.

ARTICLE 5: RIGHTS AND RESPONSIBILITIES OF MEMBERS

5.1 Rights

- 5.1.1 Voting Rights: Every member has one vote at the General Assembly and in other decision-making processes.
- 5.1.2 Leadership Eligibility: Members may nominate and be nominated for governance positions.
- 5.1.3 Representation: Members may contribute to policy advocacy.
- 5.1.4 Access to Funding: Members are eligible to apply for grants and collaborations.
- 5.1.5 Research and Knowledge Sharing: Active participation in joint research and data-sharing initiatives is encouraged.
- 5.1.6 Have a right to receive reports and newsletters

5.2 Responsibilities

- 5.2.1 Active Participation: Members are expected to attend meetings, participate in committees and thematic working groups, and support relevant initiatives.
- 5.2.2 Compliance: Members shall adhere to the principles of the Charter, the ethical code and all applicable regulations.
- 5.2.3 Financial Commitment: Timely payment of fees and adherence to CAK's financial policies and accountability.
- 5.2.4 Sharing Expertise: Members shall provide technical expertise and innovative solutions.
- 5.2.5 Upholding Conservation Goals: The Implementation of sustainable conservation practices aligned with national and county policies is mandatory.
- 5.2.6 Transparency: Active involvement in governance processes and accountability measures is expected.
- 5.2.7 Professionalism: Members must act ethically and professionally at CAK events

ARTICLE 6: GOVERNANCE STRUCTURE AND RESPONSIBILITIES

6.1 Governance Structure

- 6.1.1 General Assembly (GA): The supreme decision-making body comprises all members and is responsible for setting strategic direction, approving key policies and ensuring governance accountability within CAK. Appoints the Board of Directors.
- a) Meetings, including AGM and extraordinary sessions, shall be held in accordance with the Articles of Association.
 - b) Notice of General Meetings, including the agenda, date, time, and venue (or virtual meeting details), shall be provided within the prescribed timeframe.
 - c) Decisions at the AGM shall be determined by a vote of the members present, with each member entitled to one vote unless otherwise provided in CAK's governing documents.
- 6.1.2 Board of Directors
- 6.1.2.1 Consists of the Chairperson and up to ten Directors.
 - 6.1.2.2 Provides strategic leadership, policy guidance, financial oversight, and risk management, ensuring compliance with CAK's governance principles.
 - 6.1.2.3 Board responsibilities include acting with accountability and transparency in decision-making, ensuring stakeholder engagement and ethical leadership, and maintaining sustainability and resilience in governance practices.
 - 6.1.2.4 Appointments and removals shall be in accordance with the procedures specified in the Board Charter and Articles of Association.
- 6.1.3 Governance and Ethics Committee (GEC): This committee conducts governance audits, ensures adherence to ethical standards, and oversees governance practices to enhance accountability and transparency.
- 6.1.4 Dispute Resolution and Ethics Committee (DREC): Handles conflicts and disciplinary matters fairly and transparently.
- 6.1.5 Membership Committee: Ensures transparency admission, renewal and suspension processes.
- 6.1.6 Thematic Working Groups: Established by the Board with defined Terms of Reference for specialised tasks.
- 6.1.7 Decision-Making: Decisions shall be made transparently and documented in accordance with CAK's policies.
- 6.1.8 Secretariat: Responsible for day-to-day operations and implements decisions of the General Assembly and the Board.

ARTICLE 7: FINANCIAL MANAGEMENT AND TRANSPARENCY

This article consolidates all financial matters into a single, coherent framework.

7.1 Membership Fees and Funding

- 7.1.1 Financial Accountability: CAK commits to an independent financial audit and public financial disclosure, including detailed income, expenditure, and budget performance, made accessible through secure online portals.

- 7.1.2 Membership Fees and Funding: All members must contribute annual fees through authorised channels: bank transfer (Bank Name, Account No.), M-Pesa Pay Bill (Account), or CAK Online Payment Portal (accessible via the CAK official website).
 - 7.1.3 Payment Confirmation: CAK shall confirm receipt of payment within 48 hours after payment is made. Alternatively, members can check their payment status on the CAK Member Portal.
 - 7.1.4 Sources of Funding: Funding sources, including grants, donations, sponsorships, and fundraising events, are integrated into CAK's overall budget.
 - 7.1.5 Expenditure Controls: Funds shall be allocated to approved operational expenses and conservation projects, with quarterly financial updates available on the member portal.
 - 7.1.6 Ethical Funding Policy: CAK shall reject funds from entities engaged in unethical environmental practices such as deforestation, fossil fuel extraction, or illegal wildlife trade. All potential funding sources must pass an ethical compliance review.
 - 7.1.7 Reinstatement Policies: Members who fail to renew within 60 days will be suspended. Reinstatement requires payment of outstanding dues and submission of a reinstatement request to the Membership Committee, which will be approved within 14 days.
- 7.2 Financial Oversight: Members shall have unfettered access to financial reports and participate in financial and budgetary discussions. To maintain accountability, CAK will:
- a) Publish an Annual Financial Report on the allocation of membership fees.
 - b) Provide quarterly updates on financial usage via the Member Portal.
 - c) Present financial statements at the Annual General Meeting (AGM).

ARTICLE 8: ETHICAL GOVERNANCE AND DISCIPLINARY PROCEDURES

This Article establishes the ethical framework and disciplinary measures. All members must adhere to the Code of Ethics and Governance Policy and disclose potential conflicts of interest. Ethical breaches shall be reviewed by the Dispute Resolution and Ethics Committee (DREC).

8.1 Ethical Conduct and Compliance.

- 8.1.1 Members must adhere to the Code of Ethics and Governance Policy
- 8.1.2 Integrity and Honesty: Members must act with complete transparency, truthfulness and ethical integrity.
- 8.1.3 Respect and Fairness: Members must treat all stakeholders with dignity and impartiality.
- 8.1.4 Compliance: Members must adhere to all applicable laws, regulations and CAK internal guidelines.
- 8.1.5 Accountability: Each Member is fully accountable for their actions, advancing CAK's objectives.
- 8.1.6 Avoidance and Disclosure of Conflicts: Members must avoid and promptly disclose any actual, potential, or perceived conflicts of interest.
- 8.1.7 Confidentiality: Members are required to safeguard sensitive information and only disclose such information in accordance with legal obligations, authorised protocols, or with proper authorisation. Individuals with a conflict shall recuse themselves from making decisions related to that conflict.

8.2 Definition of Offences and Disciplinary Categories:

To enhance clarity and fairness in disciplinary matters, the following categories of offences shall be introduced:

8.2.1 Minor Violations:

- 8.2.1.1 Failure to comply with reporting requirements,
- 8.2.1.2 Unintentional misrepresentation of information and
- 8.2.1.3 Minor breaches of meeting protocols.

8.2.2 Serious Violations:

- 8.2.2.1 Conflict of Interest breaches,
- 8.2.2.2 Unauthorised public statements on behalf of CAK and
- 8.2.2.3 Failure to comply with ethical guidelines after a formal warning.

8.2.3 Severe Violations:

- 8.2.3.1 Fraud, Corruption, or Financial Misconduct.
- 8.2.3.2 Abuse of power or ethical use of funds and
- 8.2.3.3 Actions that severely harm CAK's reputation or conservation goals.

8.3 Mechanism for Reporting Ethical Violations

8.3.1 Reporting Framework

- 8.3.1.1 A whistleblower hotline or email shall be established for confidential reporting.
- 8.3.1.2 An anonymous Reporting System shall be integrated into the CAK Member Portal.
- 8.3.1.3 Members must submit an Annual Ethics Compliance Report, declaring any conflicts of interest or ethical concerns.

8.3.2 Investigation Process

- Step 1: Submit a complaint (via email, formal letter or online form).
- Step 2: Acknowledgement and preliminary review by DREC within five business days.
- Step 3: Notify the parties involved and commence mediation within 21 days.
- Step 4: Escalate to the Board (if unresolved) or external arbitration.
- Step 5: Document and publish the resolution outcomes in the Annual Governance Report.

8.3.3 Protection Measure

- 8.3.3.1 A Non-Retaliation Policy shall protect whistleblowers from any form of reprisal.
- 8.3.3.2 Ethical violations reports shall undergo an annual external audit to ensure compliance.
- 8.3.3.3 A Whistleblower reward System will be introduced for verified cases of financial misconduct.

8.4 Disciplinary Actions and Appeals Procedure

8.4.1 Sanctions for Ethical Violations:

- 8.4.1.1 Minor Violations: A formal written warning with corrective directives.

8.4.1.2 Serious Violations: Final warning, suspension of privileges and mandatory ethics training.

8.4.1.3 Severe Violations: Termination of membership and potential legal action where applicable.

8.4.2 Appeals Process:

8.4.2.1 Members may appeal disciplinary decisions within 14 days.

8.4.2.2 Appeals shall be reviewed by an independent panel separate from the Board.

8.4.2.3 A final decision must be communicated within 30 days.

8.4.2.4 Members may appeal disciplinary actions, with external arbitration available for unresolved disputes.

8.4.3 Timelines for Resolution:

8.4.3.1 All cases of ethical violations must be resolved within 60 days.

8.4.3.2 If the case remains unresolved, it shall be referred to external arbitration.

8.4.4 Reinstatement After Ethical Violations

8.4.4.1 Minor Violations: Require a written apology and commitment to compliance.

8.4.4.2 Serious Violations: Require ethics training and a probationary period before reinstatement.

8.4.4.3 Severe Violations: No reinstatement permitted (such fraud, corruption or reputational damage to CAK)

8.5 Financial Misconduct and Compliance

8.5.1 Financial Ethics Audits

8.5.1.1 Mandatory annual external audits shall be conducted on CAK finances.

8.5.1.2 Any member or officer found guilty of financial misconduct shall face immediate suspension pending investigation.

8.5.2 Reporting of Financial Misconduct

8.5.2.1 Any suspected fraud or misuse of funds must be reported within 14 days.

8.5.2.2 Reports shall be submitted to the Governance and Ethics Committee for review and consideration.

8.5.2.3 If confirmed, the case shall be escalated to external auditors and law enforcement if necessary.

8.5.3 Penalties for Financial Violations

8.5.3.1 Severe cases may result in membership termination, legal action and reimbursement of misappropriated funds.

8.5.3.2 Whistleblowers who provide verifiable evidence of financial misconduct may be eligible for a discretionary reward.

8.6 Public Communications

- a) All public statements purportedly representing CAK must adhere strictly to internal guidelines and obtain prior authorisation from the designated authority.
- b) Unauthorised communications shall be subject to disciplinary action.

ARTICLE 9: CONFLICT RESOLUTION AND ACCOUNTABILITY

This Article consolidates governance oversight and mechanisms for conflict resolution.

9.1 Governance Oversight

- 9.1.1 Independent Governance Oversight: A Governance and Ethics Committee (GEC) shall conduct periodic audits to ensure compliance with CAK's Charter and Ethical Standards.
- 9.1.2 Separation of Powers: The Board of Directors shall provide strategic oversight while the secretariat manages operational matters in accordance with the Board Charter.

9.2 Conflict Resolution Mechanisms

9.2.1 Internal Dispute Resolution:

- a) An independent Dispute Resolution and Ethics Committee (DREC) is designated to investigate conflicts, recommend resolutions and enforce corrective measures.
- b) Confidential complaints shall be acknowledged within five (5) business days, and mediation facilitated by DREC shall be completed within 21 days.

9.2.2 Dispute Filing and Resolution

- a) Complaints shall be submitted in writing to the DREC via email or a formal letter, detailing the nature of the dispute, the parties involved, and supporting evidence.
- b) DREC shall determine the validity of the complaint within fifteen (15) business days and mediation efforts within twenty-one (21) business days.

9.2.3 Appeals and Arbitration: If members remain dissatisfied, they may appeal to the Board of Directors within fourteen (14) or seek external arbitration if necessary. Appeals shall be reviewed by an independent governance panel constituted by the Board.

9.2.4 Transparency in Conflict Resolution: All disciplinary outcomes shall be documented and presented in the Annual Governance Report.

9.3 Whistleblower Protection: A confidential anonymous reporting mechanism will protect members from retaliation.

9.4 Secretariat's Role in Decision-Making

To prevent conflict of interest and unfair competition with members, the following restrictions shall apply to the Secretariat:

9.4.1 Scope of Authority: The Secretariat shall only execute decisions approved by the Board and shall not interfere in governance or funding allocation processes.

9.4.2 Conflict of Interest Cause: The secretariat is explicitly prohibited from engaging in the following:

9.4.2.1 Decision-making regarding members' eligibility for funding.

9.4.2.2 Disciplinary Actions Against Members (to remain under the sole jurisdiction of DREC and the Board).

9.4.2.3 Public Policy Engagement Without Prior Board Approval.

9.4.3 Oversight Mechanism: The Board shall review Secretariat decisions quarterly to ensure neutrality and compliance.

9.5 Annual Ethics and Governance Review

To improve transparency and accountability, CAK shall establish an Annual Ethics and Governance review, where members can provide feedback on disciplinary actions and governance matters. CAK leadership shall present a report on disciplinary trends and ethical compliance. Governance policies may be revised based on member input and best practices.

ARTICLE 10: MEETINGS, COMMUNICATION AND MEMBERS' ENGAGEMENT

10.1 General and Special Meetings

10.1.1 General Meetings (AGM and Extraordinary) Meetings:

- a) Members shall receive a written notice at least twenty-one (21) days prior to the meeting, with an agenda and relevant documents shared in advance to enable informed participation.
- b) Virtual meeting options ensure broad accessibility and inclusion, incorporating secure platforms with interactive engagement features to enhance member participation and decision-making.
- c) As the Articles of Association define, a quorum must be achieved; otherwise, the meeting shall be adjourned.
- d) The voting procedure, including proxy voting, shall be conducted in accordance with CAK's governing provisions.
- e) Resolutions shall be passed based on documented, fair, and inclusive voting procedures, ensuring all members have equitable participation in the decision-making process.

10.1.2 Special and Ad-Hoc Meetings: May be convened for urgent matters with a minimum notice period of three business days under exigent circumstances.

10.1.3 Meeting Format: Meetings shall be held in person, virtually, or in a hybrid format. Virtual platforms shall be secure and user-friendly, with provisions for interactive sessions.

10.2 Communication Channels: Members shall receive quarterly governance updates through CAK platforms, including email, printed and digital newsletters, and the CAK website/member portal, with opportunities for feedback and discussion to enhance transparency and inclusivity in communication.

ARTICLE 11: SUSPENSION, TERMINATION, AND REINSTATEMENT OF MEMBERSHIP

11.1 Suspension and Reinstatement

Procedures for addressing non-compliance and ethical breaches, including corrective action plans, reinstatement conditions and member rights during the process.

11.1.1 Voluntary Withdrawal

- 10.1.1.1 Any member may voluntarily withdraw from membership immediately without any written notice
- 10.1.1.2 A member who withdraws voluntarily shall not be eligible for reimbursement of any membership fees paid.

11.1.2 Suspension and Non-Compliance Actions.

- 10.1.2.1 The Board may suspend or terminate a member's membership for non-payment of fees, failure to meet ethical standards, or governance violations.:
- 10.1.2.2 Suspended members shall forfeit all membership privileges, including voting rights, access to funding opportunities and participation in CAK events.
- 10.1.2.3 The Board shall issue a written notice to the member outlining the reasons for suspension and required corrective actions.

11.1.3 Termination for Ethical Violations or Non-Compliance

- 10.1.3.1 The Board may terminate a member for:
 - 10.1.3.1.1 Unethical conduct, including fraud, corruption or activities that bring CAK into disrepute.
 - 10.1.3.1.2 Repeated non-compliance, including failure to remedy violations after formal warnings.
 - 10.1.3.1.3 Severe breaches of the CAK Ethics and Code of Conduct Policy, CAK Conflict of Interest Policy or governance principles.
- 10.1.3.2 The Board shall issue a 30-day notice to show cause, providing the member an opportunity to respond and rectify the issues
- 10.1.3.3 If the member fails to respond or does not remedy the situation within the stipulated period, termination shall proceed without further notice.
- 10.1.3.4 A terminated member shall not be eligible for reimbursement of membership fees paid.

11.1.4 Termination and Appeal Process

Severe violations, such as fraud, corruption, and reputational harm, may result in permanent termination.

- 10.1.4.1 A member who receives a suspension or termination notice may appeal to DREC in writing within 14 days, with a final notification issued within 30 days.
- 10.1.4.2 Appeals shall be reviewed by the Dispute Resolution and Ethics Committee (DREC) within 21 days
- 10.1.4.3 The DREC may:
 - 10.1.4.3.1 Uphold the suspension or termination.
 - 10.1.4.3.2 Recommend reinstatement with conditions.
 - 10.1.4.3.3 Refer the matter for further mediation.
- 10.1.4.4 A final decision shall be communicated within 30 days of the submission of the appeal.
- 10.1.4.5 External Arbitration: For unresolved disputes, external arbitration shall be conducted in accordance with Kenyan law.

11.2 Reinstatement of membership

- 11.2.1 Suspended or terminated member may apply for reinstatement under the following conditions:
 - 10.2.1.1 Settlement of outstanding dues, including unpaid fees and penalties.
 - 10.2.1.2 Submit all requisite documentation, including a written commitment to comply with CAK's policies and governance standards.
 - 10.2.1.3 Approval by the Board of Directors, which shall assess the member's eligibility for reinstatement.
- 11.2.2 Members terminated for severe ethical violations such as fraud, corruption, or reputational harm to CAK are not eligible for reinstatement.
- 11.2.3 The reinstatement decision shall be made within 30 days of submission receipt.
- 11.2.4 Reinstated members regain full membership rights but may be placed on probationary status for six months, with periodic reviews by the Governance and Ethics Committee.

ARTICLE 12: AMENDMENTS AND RATIFICATION

- 12.1 The Charter amendments shall be submitted to the Board of Directors, with proposed changes subject to approval by the General Assembly.
- 12.2 Proposed amendments must be communicated in writing to all members at least six months prior to the meeting at which they are to be considered.
- 12.3 Amendments require a quorum and are approved through the prescribed voting procedure, including a two-thirds majority for special resolutions stipulated in the Articles of Association.
- 12.4 The Charter shall be reviewed on a need basis aligned with CAK's objectives, statutory requirements and evolving governance needs.
- 12.5 Upon approval, adoption, amendment, and modification of this Charter, every member shall sign an acknowledgement document confirming their understanding and commitment.
- 12.6 The Board shall oversee transitional provisions to integrate governance updates into CAK's operational framework.