



**CONSTITUTION
OF
LEPARUA COMMUNITY CONSERVANCY**

Developed by

Leparua community conservancy board of
Management

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1. Name and address

The name of the Company shall be the Leparua community Conservancy Ltd. Hereafter referred to as “the Conservancy”.

2. Registered Office

The Conservancy’s registered office will be in Kenya.

3. Boundary description of the Conservancy

The border of the Conservancy shall be delineated by Leparua Community. The area of the Conservancy is approximately 13200ha square kilometers. The Conservancy is comprised of five ethnic communities (Somali, Turkana, Ndorobo, Borana and Samburu) and it is located within Burat ward (Burat location and Leparua location) Isiolo County.

4. Registration

The Conservancy shall be legally registered under the Company’s Act, Cap 486 as a company limited by guarantee.

5. Object

The Conservancy is established to manage all natural resources of the conservancy for the benefit of the community and to facilitate:

- 5.1 Improvement of wildlife conservation and collective conservancy land management
- 5.2 Strengthening of wildlife, people, property and highway security
- 5.3 Boosting conservancy community living standards, diversification of income base and development of conservancy tourism potential
- 5.4 Promotion of social interaction and peace among local conservancy communities
- 5.5 Reduction of poaching levels, cattle raiding and conservation of natural resources
- 5.6 Minimisation of conflicts between wildlife conservation, land management and human settlement
- 5.7 Perpetuation of a pastoral form of land management where humans, domestic stock and wildlife are able to flourish together
- 5.8 Collaborate with government partners, conservation agencies and other stakeholders to promote the development and cause of community conservancies in Kenya.

6. Powers

- 6.1 In addition to any other powers it may have, in order to achieve the objects, set out at Clause 5 above but not for any other purposes the Company may do the following:
 - 6.1.1 To protect, promote and enhance the biodiversity of the Conservancy area and to retain its natural beauty;

- 6.1.2 To encourage communities, landowners, residents and all other stakeholders in the Conservancy to be environmentally aware, embrace the practice and principles of natural resource sustainability, commit to good neighborliness and mutual sharing of resources;
- 6.1.3 To assist and cooperate with local, County and National Government regarding biodiversity, sustainability, management of natural resources, sustainable social and economic development and job creation within the Conservancy;
- 6.1.4 To raise awareness in the community of the environmental, social and economic opportunities of the area based on the value of its natural environmental resources;
- 6.1.5 To develop tourism and other sustainable revenue generating enterprises within the Conservancy that generate funding to support community development priorities and furthers job creation;
- 6.1.6 To maintain effective security and anti-poaching operations for the wellbeing of local residents and wildlife;
- 6.1.7 To improve and integrate rangeland and livestock management for the wellbeing of local residents and wildlife;
- 6.1.8 To assist in preserving heritage, archaeological and historical sites within the Conservancy area;
- 6.1.9 To liaise and cooperate with a wider network of similar conservancy areas and organisations for mutual growth and development;
- 6.1.10 To develop and implement agreed and approved common conservancy work plans and budgets;
- 6.1.11 To develop and implement effective ecological and wildlife monitoring, vegetation monitoring, social monitoring, economic and security monitoring systems for adaptive rangeland management;
- 6.1.12 To co-ordinate wildlife trans-location within community conservancies in order to supplement existing and reintroduction of new species;
- 6.1.13 To ensure effective and representative community participation, liaison and good governance within Leparua Community Conservancy.
- 6.1.14 To develop the capacity of Leparua Conservancy's governance and management structures and staff in order, amongst others, to establish fully transparent accounting systems for Leparua Conservancy and to conform to all statutory requirements;
- 6.1.15 To ensure the effective and transparent management of Leparua Conservancy's finances, including grants, revenues and expenditures;
- 6.1.16 To ensure the effective management and maintenance of Leparua Conservancy's infrastructure and equipment, including vehicles, headquarters and radio communications;
- 6.1.17 To raise, mobilize and disburse funds and other resources for the promotions of the Conservancy;
- 6.1.18 To receive contributions, gifts, banquets and devices either in cash or other property real or personal without limitations to amount of value except such limitation as may be now of hereafter prescribed by law;
- 6.1.19 To enter into any arrangements with any government authorities that may seem conducive to the Conservancy's objectives and to obtain from such government or authority any rights, privileges and concessions which the Conservancy may think desirable to obtain;
- 6.1.20 To apply to any government or authority, public bodies, corporations, companies or persons and to accept grants or gifts, subscriptions or other assistance with a view to

promoting the objectives of the Conservancy and in taking of any gift or property, to take the same subject to any special trust which may be prescribed by the donor thereof;

- 6.1.21 To promote or assist in the promotion of any organization or company or other bodies having objectives similar to those of the Conservancy;
- 6.1.22 To employ advisors, experts and other staff for all or any of the objectives of the Conservancy;
- 6.1.23 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights and privileges which the Conservancy may deem fit for the promotion of its objectives;
- 6.1.24 To take such steps by personal or written appeals to public meetings, seminars or otherwise as from time to time be decided expedient for the purposes of procuring contributions to the funds of the Conservancy in the form of endorsements, donations sponsorships, subscriptions or otherwise;
- 6.1.25 To do all and everything necessary, suitable and proper for the accomplishment of the purposes or the furtherance of the objectives herein before set forth, either alone or in association with other organizations, firms, corporations or individuals and to do any other act of or connected with the objectives or purposes or any part or parts thereof provided the same is not inconsistent with the Laws, Rules and Regulations under which the Conservancy is registered.

7. Management of the Conservancy

- 7.1 There shall be the office of the Manager who shall be the head of the Conservancy in charge of overseeing the day-to-day affairs and managing the Conservancy.
- 7.2 The Manager shall be responsible to the Board Management Committee. He or she shall be an employee of the Conservancy and his or her terms of service shall be determined by the Board of Directors. The Manager shall inter alia;
 - 7.2.1 Represent and act on behalf of the Conservancy generally;
 - 7.2.2 Do all such acts as may be necessary for the efficient running of the Conservancy's affairs;
 - 7.2.3 Manage Human Resource operations;
 - 7.2.4 Fundraise for the Conservancy and report to donors and the Board;
 - 7.2.5 Act as a community and partner's liaison;
 - 7.2.6 Keep complete and up-to date records of the Conservancy's affairs;

8. Operating principles

The Conservancy shall:

- 8.1.1. Exist in its own right separately from its members or office -bearers;
- 8.1.2. Continue to exist despite changes in membership or in office-bearers;
- 8.1.3. Be able to own immovable property and other assets;
- 8.1.4. Be able to sue and be sued in its own name. The authority to sue and defend shall be vested in the Board Management Committee who shall be represented by the chairperson and the vice-chairperson;
- 8.1.5. Be run on the basis of; Equality, democracy and fairness; Transparency and accountability;

Equitable and non-discriminatory benefit sharing; Teamwork, trust, respect for one another and co-operation; Collective decision-making; and Needs-based development.

- 8.2. Subject however to:
 - 8.2.1. The fiduciary responsibility of the Conservancy being vested in its office bearers who shall not be related persons as to constitute a conflict of interest. No single person, family or clan directly or indirectly shall control the decision making powers of the Conservancy.
 - 8.2.2. The Conservancy being prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and being required to utilise its funds solely for the object for which it was established.
- 8.3. Members or office-bearers of the Conservancy shall have no individual rights in the property or other assets of the Conservancy solely by virtue of their being members or office-bearers.
- 8.4. The year end of the Conservancy shall be the last day of December of each year.

9. Benefit distribution plan

- 9.1. Benefits of the conservancy will be distributed according to the following principles;
 - 9.1.1. 40% to Conservancy operations and 60% to Community development.
 - 9.1.2. Community benefit distribution will maintain clear distinction between benefits to the Community as a whole, and benefits to individual households.
 - 9.1.3. Individual benefits will be prioritized to the most vulnerable groups.
- 9.2. The Conservancy shall reinvest its surplus revenue as approved by the Board of Directors.
- 9.3. The Board Management Committee will review annually the benefit distribution plan to ensure:
 - 9.3.1 That the plan remains equitable and
 - 9.3.2 That any inconsistencies are addressed
- 9.4. The Board Management Committee will report their findings to the annual general meeting where any decisions to amend the Distribution Plan will be taken.

10. Property of the Conservancy

- 10.1. The Conservancy may acquire, hold and manage further and additional assets, property, and rights in accordance with clause 8.1.3 and the property shall be applied in accordance with clauses 8.3 and 11.1.
- 10.2. The Board Management Committee may lease the property, its rights thereof, or any part thereof but cannot sell, or privatize Conservancy land for individual interest.

11. Financial matters

- 11.1. The funds and assets of the Conservancy shall be applied solely towards the promotion of the objects of the Conservancy and Community Development as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift bonus or otherwise by way of profit to the members of the Conservancy.
 - 11.1.1. A Director is entitled to be reimbursed from the property of the Conservancy or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Conservancy;
 - 11.1.2. Subject to the restrictions in sub-clause 11.1 a Director may benefit from the indemnity insurance cover purchase at the Conservancy's expense.
- 11.2. Provided also that no non-executive member of the Board of the Conservancy shall be appointed to any salaried office of the Conservancy or any office of the Conservancy paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Conservancy to any such Board member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Conservancy.
- 11.3. The board members will not be personally liable for losses suffered as a result of collective decisions made on behalf of the organization.

12. Members

- 12.1. No person shall be excluded from membership of the Leparua Conservancy on the basis of ethnicity, colour, race, gender, religion, creed, social or economic status.
- 12.2. Persons of the age 18 years and above and provided that they are not members of another conservancy may apply and register to be members of the Conservancy in accordance with the following criteria:
 - 12.2.1. Born and reside permanently within the boundaries of the Conservancy.
 - 12.2.2. Are lawful residents within the conservancy boundaries for the minimum of 18 years.
 - 12.2.3. Were born within the boundaries of the Conservancy, but reside outside these boundaries for various purposes acceptable to members.
- 12.1.1. Number of Board members

The Board shall consist of no less than three members and no more than 15 members.
The Board shall consist of the posts of Chairperson, vice-chair, finance chair, grazing chair, tourism chair and members.
The Board shall be the policy making organ of the Conservancy.
The board shall have female representation, a third of its composition

12.1.2. Ex officio members

Ex officio members shall include:

- ✓ The Northern Rangeland Trust (NRT);
- ✓ Member of Parliament Representative;
- ✓ County Government Representative;
- ✓ National Government Representative;
- ✓ District Representative, in whose borders the Conservancy is situated;
- ✓ County Department of Agriculture and Rural Development Representative;
- ✓ Other key stakeholder representative (KFS, KWS, MCA, NGOs and Tour Operators).

12.1.3. Ordinary members

Any natural or legal entity institution or body corporate, situated within the borders of the Conservancy or who owns property within the borders of the Conservancy and who wishes to subscribe to the aims and objectives of the Conservancy, may apply for membership of the Conservancy.

12.1.4. Supporter members

Any natural or legal entity situated outside the borders of the Conservancy and who wishes to subscribe to the aims and objectives of the Conservancy as a friend of the Conservancy, may apply for membership of the Conservancy.

12.1.5. Application for membership

Upon approval by the Board Management Committee of an application for membership, the applicant shall become a member of the Conservancy. In the event of an application for membership being rejected, the Board Management Committee shall, if so requested, give reasons to the applicant for such rejection.

12.2. Membership fees

12.2.1 Membership may be subject to an entrance, or any other fee, as determined by the Board Management Committee.

12.2.2 Membership fees shall be payable as prescribed by the Board Management Committee.

12.3. Register of Members

The Conservancy shall maintain a register of members that shall include the name, contact details, class of membership and other relevant details of each member.

13. Rights and obligations of members

13.1. Rights of Members

- 13.1.1 To attend, contribute and vote at any Annual General Meeting (AGM).
- 13.1.2 To have access to conservancy benefits.
- 13.1.3 To elect members or to be elected to positions within the conservancy board committees.
- 13.1.4 To report or raise complaints to the Conservancy Board Management Committee.
- 13.1.5 To inspect minutes or any other records of decisions of any AGM and the Conservancy Board Management Committee meetings
- 13.1.6 To be informed on the conservancy's operations and financial status through monthly income and expenditure reports, financial statements and records kept by the conservancy manager
- 13.1.7 To inspect and make copies of the financial statements and records of the Conservancy.
- 13.1.8 To suggest and approve the conservancy policies and plans regarding the management and utilization of the Leparua Conservancy resources.
- 13.1.9 To be regularly informed on all conservancy related matters and activities.

13.3. Obligations of Members

Members shall have the following duties and obligations:

- 13.3.1. To know and understand the constitution of their conservancy.
- 13.3.2. To further the aims and objectives of the Conservancy.
- 13.3.3. To monitor the property, assets and activities of the conservancy and report those who abuse and/or misuse these properties and assets.
- 13.3.4. To honour any obligation undertaken prior to the cessation of membership.

13.4. Limitation of Liability of Members

The liability of an individual member shall be limited to ten shillings

14. Termination of membership and other sanctions

14.1. Membership shall be terminated if the member:

- 14.1.1 Dies
 - 14.1.2 Resigns in writing;
 - 14.1.3 Ceases to fulfill the qualifications and obligations of membership;
 - 14.1.4 Migrates permanently from the Conservancy;
 - 14.1.5 Is adjudged guilty of misconduct prejudicial to the reputation of the Conservancy;
 - 14.1.6 Fails to pay any fees due within thirty (30) days after due date of payment. Should payment have been received after due date, the member may be reinstated;
 - 14.1.7 Is guilty of misconduct in accordance with clause 16.6.5.
- 14.2. The Board Management Committee shall terminate or suspend, for a specified timeframe, the membership and/or rights of any member who:

- 14.2.1 Is found guilty by a court of law, Local Traditional Authority or the Board Management Committee of any offence related to conservancy operation and management or related to misuse and misappropriation of finances, properties, assets and natural resources within the conservancy;
 - 14.2.2 Violates the Conservancy Constitution;
 - 14.2.3 Brings any disrepute to the name of the conservancy;
 - 14.2.4 Continues with any infringement despite repeated warnings from the Board Management Committee as guided by the Disciplinary Code;
- 14.3. In all cases, the member or a designated representative of the member shall have the right to be heard by the Board Management Committee and to be assisted by a third person. The decision of the Board Management Committee shall be final.
- The conservancy board members shall be in office for a period not exceeding 6 years (equivalent to two terms of office).

15. General meetings

- 15.1 Annual General Meeting
 - 15.1.1. The annual general meeting shall be held before the third Saturday of the third month after the Conservancy's financial year-end as may be convenient but not later than the third Saturday of the fifth month after the end of the financial year.
 - 15.1.2. The notice to members of the AGM shall be made at least one month before the meeting;
 - 15.1.3. The quorum for the AGM shall be at least 50 conservancy registered members per Conservancy Zone;
 - 15.1.4. The AGM shall, among other things, review, and approve conservancy annual budget and financial statements, other reports, proposals, plans and benefit distribution plans.
 - 15.1.5. A resolution put to the vote in the AGM shall be decided by consensus or majority vote. Each registered member in attendance shall be entitled to one vote. Proxies shall be allowed.
 - 15.1.6. The conservancy may call an extra-ordinary AGM as the members or the Board Management Committee deems it necessary.
 - 15.1.2. The chairperson's report shall be presented for approval by members present.
 - 15.1.3. The audited financial statements shall be presented for approval by members present.
 - 15.1.4. Members present at the annual general meeting shall approve the appointment of auditors for the ensuing year.
 - 15.1.5. Members of the Board Management Committee shall be elected at the annual general meeting in accordance with paragraph 16.2.
 - 15.1.6. The annual general meeting shall deal with any other items on the agenda and with items of a general nature as allowed by the chairperson.
 - 15.1.7. A general meeting may remove, or substitute an elected board member provided that the notice for such general meeting shall state intention to propose a resolution for removal or substitution of conservancy members.
 - 15.1.8. Prior to the adoption of a resolution to remove an elected board member, he or she shall be given the opportunity to address the Board Management Committee or General Meeting concerning with reference to the reasons for his or her proposed removal.

15.2. Special General Meeting

- 15.2.1. A Special General Meeting may be called by the Board Management Committee or may be requisitioned by at least 60 per cent signatures of registered members who shall be present at such meeting. Failure by such members to attend the meeting shall nullify that meeting.
- 15.2.2. Special General Meetings shall deal with the purpose set out in the notice of that meeting. Only such specific matters as have been set out in the notice of the meeting shall be raised, discussed and decided upon.

15.3. General Meeting

- 15.3.1 A General Meeting may be convened by the chairperson
- 15.3.2 A general meeting shall deal with the purpose set out in the notice of such meeting.

15.4. Quorum at members' meetings

No business shall be transacted at any general meeting of members unless a quorum of 9 board members and at least 50 members from each zone is present.

If a quorum is not present thirty minutes after the designated time of the meeting, the meeting may be adjourned to a date within 21 (twenty-one) days of the original date of the meeting. If at such adjourned meeting a quorum is still not present, the members present shall constitute a quorum.

15.5. Adjournment of members' meetings

Where a meeting has been adjourned, the chairperson shall, as soon as possible, notify all members of the:

- 15.5.1. Date, time and place to which the meeting has been adjourned;
- 15.5.2. Matters before the meeting when it was adjourned, and
- 15.5.3. Grounds for the adjournment.

16. The Board Management Committee

The Board Management Committee shall be the executive body of the Conservancy and responsible for managing its resources on behalf of Conservancy Members. The Board Management Committee shall act on behalf of and in the best interests of the Conservancy Members, who when gathered at the Annual General Meeting shall form the highest decision-making body of the conservancy.

- 16.1. Composition of the Board Management Committee
The membership of the Board Management Committee shall be established and approved at the Annual General Meeting and shall consist of:
 - 16.1.1. One member nominated by each of the Ex Officio members as set out in 12.1.1.

- 16.1.2. Elected members, the number of which shall be determined by the Annual General Meeting having regard to the recommendations of the outgoing Board Management Committee.
- 16.1.3. Elected members of the board or committees should be representative of Conservancy settlements, clans, gender, minorities and youth.

16.2. Election of Members to the Committee

The procedure for the election of members to the Board Management Committee shall be:

- 16.2.1. Each registered member of the Conservancy shall be entitled to nominate one other person for election to the Board Management Committee. Nominations by proxy shall be acceptable.
- 16.2.2. Registered members present at the annual general meeting, shall vote for members of the Board Management Committee from the names of the persons nominated.
- 16.2.6. Each registered member of the Conservancy, present at the annual general meeting, shall be entitled to one vote for each person nominated.
- 16.2.7. Unless the majority of registered members present decide on a vote by ballot, the election shall be decided by consensus.
- 16.2.8. Where members vote by ballot, the number of votes for each nominee shall be recorded.
- 16.2.9. The elected members of the Board Management Committee shall be those nominated persons who received the most votes of the registered members present at the Annual General Meeting

16.3. Functions and duties of the Board Management Committee

The main responsibilities of the Conservancy Board Management Committee shall be as follows:

- 16.3.1 To build capacity and monitor performance of staff;
- 16.3.2 To manage conservancy assets, equipment and infrastructures,
- 16.3.3 To develop proposals and plans for projects and monitor all conservancy programs and activities,
- 16.3.4 To register members, monitor member's participation and build their capacity;
- 16.3.5 To collaborate, network and liaise with the internal and external institutions;
- 16.3.6 To file all minutes and conservancy reports of the conservancy;
- 16.3.7 To ensure equitable and fair benefit distribution to the Leparua conservancy and community development programmes;
- 16.3.8 To keep members informed regularly of its decisions, of the financial status of the conservancy and of any other matters of importance to members;
- 16.3.9 To determine the technical assistance and training needs of the conservancy and solicit such assistance wherever appropriate.
- 16.3.10 To appoint responsible and suitable Managers to ensure the success of Conservancy activities;
- 16.3.11 To apply and monitor wildlife quotas;
- 16.3.12 To establish in collaboration with Government representative a problem animal management programme, for animals responsible for extensive damage to infrastructure, threats to livelihoods and loss of human life in the conservancy;

- 16.3.14 To organise and conduct Board Management Committee meetings, General Meetings, and Annual General Meetings of the Conservancy;
- 16.3.15 To oversee the management of conservancy revenue and expenditure;
- 16.3.16 To maintain an inventory of all property and assets.

16.4. Powers of the Board Management Committee

- 16.4.1. The Committee shall be empowered to exercise all the rights and powers of the Conservancy.
- 16.4.2. The Committee shall have the power, subject to policy and procedures approved at a General Meeting, to make investments and to acquire, hold, alienate, exchange, let or hire movable or immovable property on behalf of the Conservancy and execute all documents necessary to give effect thereto, provided that all movable or immovable property belonging to the Conservancy, or to which it may become entitled, shall be for the Conservancy's sole use.
- 16.4.3. The Committee shall be empowered to raise funds from external sources without placing a financial obligation on either the Conservancy or its members.
- 16.4.4. The Committee may delegate any of its powers to sub-Committees consisting of members or non-members, provided that the chairperson of such sub-Committee shall be a member of the Conservancy Committee.
- 16.4.5. The Committee shall be empowered to draw up any policy, procedure or regulation for the improvement of the administration of the Conservancy.
- 16.4.6. The Committee shall have the power to co-opt additional Committee members. Such co-opted members shall not exceed two in number. Co-opted members shall have the same powers as an elected member.

16.5. Membership of the Board Management Committee

- 16.5.1. Each Committee member shall be entitled to one vote at all meetings. The chairperson shall have a casting as well as a deliberate vote.
- 16.5.2. A quorum at a meeting of the Committee shall be a majority of the members including ex officio and co-opted members.
- 16.5.3. Members of the Board Management Committee shall be eligible for re-election and shall serve a maximum of two terms.

16.6. The following persons may not serve as Board Management Committee Members:

- 16.6.1 A person living together in the same household with an already appointed Committee member;
- 16.6.2 A person declared bankrupt by the Court;
- 16.6.3 A person who resides and works too far from the conservancy to be easily accessible or practicably available;
- 16.6.4 A person who has been removed from some other office of trust on account of misconduct;
- 16.6.5 A person who has been convicted of theft, fraud, forgery or any other offence involving dishonesty;

16.7. Removal or Replacement of Committee membership

A person shall cease to be a member of the Board Management Committee of the Conservancy and his or her seat shall be declared vacant under the following circumstances:

16.7.1 He or she submits in writing a resignation to the chairperson;

16.7.2 He or she dies;

16.7.3 He or she is no longer eligible for membership in the Conservancy as set out in clause 12.2;

16.7.4 He or she did not attend three (3) consecutive meetings without a written reasonable excuse.

16.7.5 He or she was found guilty of misappropriation of conservancy resources including assets, property and finances, which also will be grounds for termination of membership of the Conservancy.

16.7.6 He or she, through willful acts or criminal negligence, violates the trust of the Leparua Conservancy as outlined in any Code of Conduct to be agreed by Conservancy members.

16.7.7 He or she is declared insolvent or legally incapable of managing his/her own affairs.

16.7.8 He or she is recommended for impeachment by two thirds (2/3) majority of the entire membership.

16.7.9 He or she violates the constitution, policies, procedures and bylaws of the Conservancy.

16.8 Members of a Conservancy Zone may remove or substitute their representatives in the Board Management Committee in accordance with the procedures agreed by Conservancy members.

16.9. Office bearers

16.9.1 At the first Board Management Committee meeting after the annual general meeting, the Committee members shall elect office bearers consisting of a chairperson, a vice-chairperson, a treasurer and a secretary.

16.9.2 Co-opted as well as ex-officio members shall be entitled to be elected as office bearers.

16.9.3 In the case of resignation or serious incapacity of an office bearer, the Committee shall elect a replacement.

16.10 The duties of the office bearers of Conservancy Board Management Committee shall be as follows:

16.10.1 The chairperson shall include calling, chairing and providing overall direction to the meetings of the Conservancy. The chairperson shall delegate his/her authority to act on behalf of the conservancy to the vice chairperson or other appropriate committee member if the chairperson is unable to fulfill his/her functions temporarily. If no committee member is available, and the matter is sufficiently urgent, the chairperson may delegate the authority to act on behalf of the conservancy to the Conservancy Manager.

16.10.2 The duties and responsibilities of the Secretary shall include organising all meetings of the Conservancy, issuing notices concerning all meetings and activities of the Conservancy, recording minutes of all Conservancy meetings,

conducting all correspondence on behalf of the conservancy, and ensuring the safe-keeping of all relevant documents of the Conservancy.

16.10.3 The duties and responsibilities of the Treasurer shall include ensuring that proper financial records are kept, authorising requisitions and cheque vouchers made out by the Conservancy Accountant, presenting financial reports to meeting of the Conservancy as well as ensuring that an audit of the Conservancy Accounts and Financial Statements is carried out annually.

16.11 The "Deputy" office bearers shall perform the duties of their superior in their absence

16.12 The Conservancy Board Management Committee may delegate other responsibilities among its members and sub committees as he or she finds appropriate.

16.13 Remuneration of Committee members.

A Committee member:

16.13.1. Shall not be entitled to receive any remuneration for service as a Committee member.

16.13.2. If so authorised by the Committee, may be entitled to reimbursement of travelling and accommodation and other expenses undertaken by them in the execution of their duties.

16.14 The Conservancy shall indemnify and hold harmless its office bearers against any claim or action flowing from the normal conduct of their duties.

16.15 Members of the Conservancy Board Management Committee shall not use their position for personal gain or benefit.

17. Dispute resolution and conciliation

17.1 Internal Conflicts or Disputes

17.1.1 After consultation with the Conservancy Board Management Committee, the Conservancy Disciplinary Committee will mediate disputes within the general membership, enforce conservancy policy and initiate legal action where necessary.

17.1.2 Should the Conservancy Board Management Committee or any of its members be party to an internal dispute or conflict within the conservancy, the Conservancy Board Management Committee or any of its individual members involved in the dispute may be recused and the Conservancy Disciplinary Committee will be consulted.

17.1.3 Any disciplinary action taken against an individual or individuals shall not supersede their rights under the Constitution of the conservancy.

17.2 External Conflicts or Disputes

17.2.1 The Leparua conservancy shall in collaboration with Development Partners, Council of Elders, County and National Governments establish or join regional conservancy coordinating mechanisms that deal with external conflicts or disputes or any boundary related conflicts.

17.2.2 The composition and the Terms of References of such body(s) shall be formulated by the Conservancy Board Management Committee and approved at the Annual General Meeting.

18. Strategy for sustainable management

The conservancy shall operate a business model that drives a balanced symbiotic interdependence of biodiversity conservation, improving pastoralist, farming, forest management, fisher folk opportunities and profitable community livelihood opportunities, in a way that assures the sustainable management and utilisation of the conservancy.

19. Amendment

Two thirds (2/3) of the entire Leparua Conservancy membership shall be sufficient, by petition (containing Names, National Identification numbers, signatures and Conservancy Membership numbers of the members) presented at the Annual General Meeting, to ratify and adopt amendments to any chapter of this Constitution and its Annexures, provided that such amendments shall not compromise the legality of the Conservancy.

20. Dissolution

- 20.1. The Conservancy shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by votes of two-thirds of the members present. The quorum at the meeting shall be at least fifty per cent of all members of the Conservancy. If no quorum is obtained, the proposal to dissolve or wind up the Conservancy shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Conservancy at least 15 working days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- 20.2 The Conservancy will not be dissolved without prior consent in writing to the Registrar of Companies, obtained upon a written application addressed to the Registrar and signed by three of the officials of the Conservancy.
- 20.3 Upon dissolution of the Conservancy, its remaining assets shall be distributed to another Conservancy(s) with similar objectives.

21. Relationship between Group ranch and Conservancy

Where Conservancy land is held in trust for the community by Trustees or Group Ranch, the Trustees or Group Ranch Board shall double up as the Conservancy Management Board.

22. Relationship between Conservancy and Administrative locations

Administrative locations within or spanning or the Conservancy borders shall nominate an appropriate Government Officer as an Ex officio member in accordance with clause 12.1.2.

23. Adoption of the Constitution

This Constitution was approved and accepted by members of the _____
Conservancy at the annual general meeting held on:

Date: Day: _____ Month: _____ Year: _____

Signed by:

Chairperson (Leparua conservancy)

Conservancy Manager