

ENVIRONMENT INSTITUTE OF KENYA

PROCEDURES FOR APPOINTMENT OF TRUSTEES

Citation

This Schedule shall be cited as the *Environment Institute of Kenya Procedures for Appointment of Trustees* and shall be interpreted in accordance with the prevailing laws governing trusts in Kenya.

1. Definitions

- 1.1. “**AGM**” means the Annual General Meeting of the Institute as established under Clause 4.3 of the Constitution.
- 1.2. “**EIK Committee**” means the governing Committee of the Institute established under Clause 5.1 of the Constitution.
- 1.3. “**Trustees**” means persons appointed under Article 10 of the EIK Constitution to hold fiduciary responsibility over the assets of the Institute.
- 1.4. “**Member**” means a duly registered member of the Institute under Clause 3.1 of the Constitution.
- 1.5. “**Returning Officer**” means a person appointed by the EIK Committee to conduct trustee elections under this Schedule.
- 1.6. “**Chapter Six Compliance**” means compliance with Chapter Six of the Constitution of Kenya (2010) on Leadership and Integrity.
- 1.7. “**Vacate Office**” means cessation of office by expiry of term, resignation, or removal under this Schedule.

2. Appointment of Trustees

- 2.1. There shall be three (3) trustees who shall be appointed by the AGM.
- 2.2. The trustees shall be elected for a period of five (5) years & be eligible for re-election for a final term of 5 years.
- 2.3. The EIK Committee shall make provision for any additional appointments that may be necessary during the continuance of the trust.

3. Eligibility

- 3.1. The applicant shall comply with the requirements of Chapter Six of the Constitution of Kenya (2010) on Leadership and Integrity.
- 3.2. The applicant shall not be undischarged bankrupt or under any insolvency proceedings.
- 3.3. The applicant shall not have been previously involved in the management or administration of any scheme, institution, or organization that was deregistered, dissolved, or sanctioned due to governance, financial, or administrative failure attributable to its leadership.
- 3.4. The applicant shall have a minimum of twenty (20) years of relevant professional experience in environmental practice, governance, or a related field.
- 3.5. The applicant shall be a recognized lead expert or senior practitioner within the environmental sector or a related professional discipline.
- 3.6. Former EIK Committee Members may be considered for appointment provided they meet all eligibility requirements under this Schedule; however, priority shall be given to independent, highly qualified, and professionally distinguished experts.

4. Nominations

- 4.1. Individuals seeking appointment as trustees shall have 3 proposers and 3 seconders from EIK members of good standing.
- 4.2. The nomination process shall follow the timelines below:
 - 4.2.1. Nominations shall open thirty (30) days before the AGM date.
 - 4.2.2. Nominations shall close fifteen (15) days before the AGM date.
 - 4.2.3. Successful candidates shall be notified within five (5) days after closure of nominations.

5. Election for Appointment

- 5.1. Elections shall be conducted in a manner that is free, fair, and transparent.
- 5.2. The EIK Committee shall appoint a Returning Officer from among members present, who shall have the following powers:
 - 5.2.1. To preside over and conduct elections.
 - 5.2.2 To announce election results.
 - 5.2.3 To supervise handling and destruction of ballot papers with approval of the AGM.
- 5.3. The candidates will be provided an opportunity at the AGM or prior to the AGM to present their candidacy to the membership.

- 5.4. Trustees shall be elected by secret ballot at the AGM.
- 5.5. In the event of a tie, the Chairperson of the Institute shall have a casting vote.
- 5.6. The Returning Officer shall formally announce the results of the trustee elections at the AGM

6. Trustee Powers

- 6.1. Trustee powers shall be either:
 - 6.1.1 Administrative powers relating to prudent management of trust property; or
 - 6.1.2 Dispositive powers relating to distribution and allocation of benefits to beneficiaries.
- 6.2. Trustee powers shall be fiduciary in nature and shall be exercised in good faith for the benefit of the trust.

7. Trustee Duties

A trustee shall be subject to the following duties:

- 7.1.1 Duty to observe the terms of the trust.
- 7.1.2 Duty to act impartially between beneficiaries.
- 7.1.3 Duty to exercise reasonable care and diligence.
- 7.1.4 Duty not to profit from the trust.
- 7.1.5 Duty to act personally unless lawfully delegated.
- 7.1.6 Duty to act unanimously where required.
- 7.1.7 Duty to disclose relevant information.
- 7.1.8 Duty to maintain and furnish accurate accounts.

8. Term of Office

- 8.1. The term of office shall be five (5) years, with an option of re-election for a second term of 5 years, making a maximum of ten (10) years.
- 8.2. A trustee shall vacate office by:
 - 8.2.1. Expiry of the term of office;
 - 8.2.2. Voluntary resignation in writing to the Chairperson of the Committee; or
 - 8.2.3. Removal on valid and substantiated grounds.
- 8.3. The Administrator, CEO, or Chairperson of the EIK Committee shall be ineligible to serve as Chairperson of the Trustees.
- 8.4. A trustee whose term has expired or who has otherwise vacated office under clause 8.2 shall mandatorily undertake a formal handover process.

- 8.5. The handover process shall include the transfer of all records, documents, assets, and any other fiduciary materials in the trustee's custody to the incoming trustee or as directed by the EIK Committee.
- 8.6. A trustee shall not be deemed to have fully relinquished office until the handover process under clause 8.4 has been duly completed.

9. Removal of Trustees

- 9.1. A trustee may be removed:
 - 9.1.1 Under an express provision in the trust instrument;
 - 9.1.2 By the EIK Committee for breach of eligibility or fiduciary duty; or
 - 9.1.3 By order of a competent court of law.

