



CONSTITUTION OF

ONGATA FOUNDATION

*Including: The Ongata Foundation Farm &
Ongata.Org*

**"Rooted in Community. Growing in Purpose. Anchored
in Justice."**

ADOPTED: March 20, 2026

LOCATION: Takawiri Island, Homa Bay County, Kenya

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ONGATA FOUNDATION CONSTITUTION | www.ongatafoundation.org

PREAMBLE

WE, THE FOUNDING MEMBERS of the Ongata Foundation, recognize the unique challenges facing our community on Takawiri Island in Lake Victoria, Kenya. Home to approximately 2,000 residents, our island faces geographic isolation, severe food insecurity, and one of Kenya's highest HIV prevalence rates at 80%. For too long, women—the backbone of our community—have been economically excluded despite being the primary caregivers and food producers. We gather to change this reality.

WE ENVISION a future where women are the architects of food sovereignty, health resilience, and community transformation. We believe that by reclaiming our agricultural heritage, embracing digital innovation, and building strong community governance, we can create an island where no child goes hungry, no patient fails treatment due to malnutrition, and every woman owns the fruits of her labor.

WE HEREBY ESTABLISH this Constitution to govern our collective efforts through three interconnected pillars: the **Ongata Foundation** as our governance and advocacy body; **The Ongata Foundation Farm** as our engine of agricultural production and livelihood; and **Ongata.Org** as our bridge to the digital world and global partnership. Through these entities, rooted in justice and growing in purpose, we dedicate ourselves to the service of Takawiri Island and beyond.

ARTICLE 1 NAME, IDENTITY AND LEGAL STATUS

- 1.1 The organization shall be known as the **ONGATA FOUNDATION** (hereinafter "the Foundation"), a non-governmental, non-profit organization duly registered under the laws of Kenya.
- 1.2 The Foundation operates two programmatic arms:

(a) THE ONGATA FOUNDATION FARM — the agricultural production, food security, and women's livelihoods arm of the Foundation, operating on Plot 779, Takawiri Island, Lake Victoria.

(b) ONGATA.ORG — the digital communications, knowledge management, and global partnership arm of the Foundation, operating through the domain www.ongatafoundation.org.

1.3 The registered address of the Foundation shall be: Plot 779, Takawiri Island, Homa Bay County, Kenya.

1.4 The Foundation's official email: info@ongatafoundation.org. Telephone: +254102511215. Website: www.ongatafoundation.org.

1.5 The Foundation's logo shall be the circular emblem featuring a stylized plant rising from wavy water, in dark green and gold, symbolizing agricultural growth, Lake Victoria, and community resilience.

1.6 The Foundation shall have perpetual succession and a common seal.

ARTICLE 2 VISION, MISSION AND VALUES

- 2.1 VISION:** "A Takawiri Island where every woman is economically empowered, every household is food-secure, and every resident lives in dignity."
- 2.2 MISSION:** "To advance food sovereignty, women's economic empowerment, and community health through integrated agriculture, digital access, and civic engagement on Takawiri Island and Lake Victoria."
- 2.3 CORE VALUES:**
- (a) Food Sovereignty** — food production as a community right, not a commodity
 - (b) Women's Leadership** — women are primary architects of all programmes
 - (c) Ecological Integrity** — regenerative, climate-resilient, and chemical-free practices
 - (d) Transparency & Accountability** — to community, donors, and partners
 - (e) Inclusivity** — serving all residents regardless of gender, age, or health status
 - (f) Solidarity** — collective action over individual competition
 - (g) Innovation** — embracing digital tools and modern agricultural science

ARTICLE 3 OBJECTS AND PURPOSES

- 3.1** The Foundation is established to pursue the following objects:
- (a)** Establish, operate, and expand The Ongata Foundation Farm as a women-led agricultural enterprise on Takawiri Island
 - (b)** Promote food security and nutritional wellbeing for immunocompromised residents, including persons living with

HIV/AIDS

- (c)** Advance women's economic rights including land rights, cooperative ownership, and market access
- (d)** Develop and maintain ONGATA.ORG as a digital platform for community documentation, donor communication, knowledge sharing, and global advocacy
- (e)** Mobilize domestic and international grants, partnerships, and investments for community development on Takawiri Island
- (f)** Conduct or commission research on the intersection of women-led agriculture and community health outcomes
- (g)** Build the capacity of island community members in agribusiness, financial literacy, digital skills, and civic governance
- (h)** Advocate for policy recognition of island communities' rights to development resources, infrastructure, and services
- (i)** Establish partnerships with national and international organizations aligned with the Foundation's values and objectives
- (j)** Undertake any other lawful activity consistent with the Foundation's vision, mission, and values

ARTICLE 4 MEMBERSHIP

4.1 CATEGORIES OF MEMBERSHIP:

- (a) **Founding Members** – individuals who established the Foundation and whose names appear in the founding register
- (b) **Ordinary Members** – residents of Takawiri Island and Lake Victoria communities who subscribe to the Foundation's values and are admitted by the Board
- (c) **Associate Members** – individuals and organizations from outside the island who support the Foundation's mission, including diaspora members, partner organizations, and volunteers
- (d) **Honorary Members** – persons of distinction awarded honorary membership by the Board in recognition of exceptional service or contribution
- (e) **Institutional Members** – registered organizations that enter into formal partnership with the Foundation

4.2 **ADMISSION:** Applications for membership shall be submitted in writing to the Secretary. The Board shall approve or reject applications within 30 days.

4.3 **MEMBER RIGHTS:** All ordinary and founding members shall have the right to attend, speak, and vote at General Meetings; to access information about Foundation activities and finances; and to stand for election to the Board.

4.4 **MEMBER OBLIGATIONS:** Members shall uphold the Foundation's values; pay any applicable membership subscriptions; attend General Meetings; and contribute positively to Foundation activities.

4.5 **CESSATION OF MEMBERSHIP:** Membership shall cease upon written resignation; failure to pay subscriptions for 12 months; conduct inconsistent with the Foundation's values (following due process); or death.

4.6 **MEMBERSHIP REGISTER:** The Secretary shall maintain a current register of all members.

ARTICLE 5 GOVERNANCE STRUCTURE

- 5.1** The Foundation shall be governed by the following organs:
- (a)** The General Assembly
 - (b)** The Board of Directors
 - (c)** The Executive Committee
 - (d)** The Farm Management Committee (for The Ongata Foundation Farm)
 - (e)** The Digital & Communications Committee (for ONGATA.ORG)
 - (f)** The Finance & Audit Committee
- 5.2** Each organ shall operate within the powers and responsibilities defined in this Constitution.

ARTICLE 6 THE GENERAL ASSEMBLY

- 6.1** The General Assembly is the supreme decision-making body of the Foundation.
- 6.2** **COMPOSITION:** All registered members of the Foundation.
- 6.3** **ANNUAL GENERAL MEETING (AGM):** The Foundation shall hold an AGM within 6 months of the close of each financial year. The AGM shall:
- (a)** Receive and adopt the Board's annual report
 - (b)** Receive and adopt the audited financial statements
 - (c)** Elect Board members as required
 - (d)** Appoint the external auditor
 - (e)** Determine membership subscriptions for the following year
 - (f)** Consider any special business
- 6.4** **SPECIAL GENERAL MEETING (SGM):** An SGM may be convened by the Board, or by written petition of not less than one-third of ordinary members.
- 6.5** **NOTICE:** At least 21 days' written notice shall be given for all General Meetings.

- 6.6 QUORUM:** Quorum for General Meetings shall be one-third of registered ordinary members, or 15 members, whichever is less.
- 6.7 VOTING:** Decisions shall be by simple majority of members present and voting. Constitutional amendments require a two-thirds majority.
- 6.8 MINUTES:** Minutes of all General Meetings shall be recorded by the Secretary and confirmed at the subsequent meeting.

ARTICLE 7 THE BOARD OF DIRECTORS

- 7.1** The Board of Directors is the governing body of the Foundation between General Assemblies.
- 7.2 COMPOSITION:** The Board shall consist of:
- (a) The Chairperson
 - (b) The Vice-Chairperson
 - (c) The Secretary-General
 - (d) The Treasurer
 - (e) The Director — The Ongata Foundation Farm
 - (f) The Director — ONGATA.ORG & Communications
 - (g) The Director — Programmes & Partnerships
 - (h) Two (2) ordinary members elected by the General Assembly
 - (i) One (1) co-opted member with specialized expertise (non-voting)
- 7.3 ELECTION:** Board members (except co-opted) shall be elected by the General Assembly for a term of three (3) years, renewable once.
- 7.4 GENDER BALANCE:** At all times, a minimum of sixty percent (60%) of Board members shall be women.
- 7.5 BOARD MEETINGS:** The Board shall meet at least four (4) times per year. Quorum shall be five (5) members.
- 7.6 POWERS OF THE BOARD:** The Board shall:
- (a) Implement decisions of the General Assembly
 - (b) Approve and monitor annual budgets and work plans
 - (c) Approve and sign contracts, MOUs, and grant agreements
 - (d) Hire, supervise, and evaluate the Executive Director (if appointed)
 - (e) Oversee the Foundation's programmatic arms — The Farm and ONGATA.ORG
 - (f) Ensure legal and regulatory compliance

(g) Report to the General Assembly

- 7.7 REMOVAL:** A Board member may be removed by a two-thirds vote of the General Assembly following due process.
- 7.8 VACANCIES:** The Board may co-opt a replacement member to fill a casual vacancy until the next General Assembly.

ARTICLE 8 OFFICERS OF THE FOUNDATION

- 8.1 CHAIRPERSON:** Shall preside over Board meetings and General Assemblies; represent the Foundation publicly; and provide strategic leadership. The current Chairperson is KENJOVESTO ONGATA.
- 8.2 VICE-CHAIRPERSON:** Shall deputize for the Chairperson; lead specific programmatic portfolios as assigned by the Board.
- 8.3 SECRETARY-GENERAL:** Shall maintain all official records and registers; send notices and minutes; manage official correspondence; and maintain the Foundation seal.
- 8.4 TREASURER:** Shall maintain financial records; oversee banking and accounts; present financial reports; and ensure compliance with financial policies.
- 8.5 DIRECTOR — THE ONGATA FOUNDATION FARM:** Shall oversee all agricultural operations, personnel, and partnerships related to The Ongata Foundation Farm; report to the Board quarterly.
- 8.6 DIRECTOR — ONGATA.ORG & COMMUNICATIONS:** Shall manage the Foundation's digital platforms including www.ongatafoundation.org; oversee all communications, documentation, and digital outreach; manage donor communications online.

ARTICLE 9 THE ONGATA FOUNDATION FARM

- 9.1** The Ongata Foundation Farm is the primary programmatic arm of the Foundation, located on Plot 779, Takawiri Island, Homa Bay County, Kenya.
- 9.2 MANDATE:** The Farm shall:
- (a) Operate as a women-managed bio-intensive agricultural enterprise
 - (b) Produce nutritious food for distribution to immunocompromised residents
 - (c) Generate income and livelihoods for women members
 - (d) Serve as a training and demonstration site for sustainable agriculture
 - (e) Operate solar-powered irrigation and climate-resilient farming systems
- 9.3 MANAGEMENT:** The Farm shall be managed by a Farm Management Committee chaired by the Director – Farm, comprising four women farm workers elected by their peers, and the Treasurer (ex officio).
- 9.4 LAND:** Plot 779, Takawiri Island shall be held in the name of the Foundation or the registered women's cooperative as determined by the Board.
- 9.5 PRODUCE DISTRIBUTION:** The Farm Committee shall develop and implement a produce distribution policy ensuring equitable access for HIV-positive residents and other vulnerable community members.
- 9.6 ENTERPRISE OPERATIONS:** The Farm may sell surplus produce, enter supply contracts, and develop commercial operations, provided that profits are reinvested in accordance with this Constitution.

ARTICLE 10 ONGATA.ORG (DIGITAL & COMMUNICATIONS ARM)

- 10.1** ONGATA.ORG represents the Foundation's digital presence and is operated through the domain www.ongatafoundation.org and associated

digital channels.

10.2 MANDATE: ONGATA.ORG shall:

- (a) Maintain and update the Foundation's official website
- (b) Document and publish the Foundation's work, impact stories, and research
- (c) Manage donor communications, grant reporting, and partnership correspondence
- (d) Operate the Foundation's social media platforms
- (e) Develop digital tools for community use including agricultural market information systems
- (f) Maintain digital financial literacy and educational resources for members

10.3 MANAGEMENT: The Digital & Communications Committee shall comprise the Director — ONGATA.ORG (Chair), two community members with digital skills, and the Secretary-General (ex officio).

10.4 DIGITAL SECURITY: The Committee shall maintain robust digital security protocols for all Foundation data and donor information.

10.5 INTELLECTUAL PROPERTY: All content created under ONGATA.ORG is the intellectual property of the Foundation unless otherwise agreed in writing.

ARTICLE 11 FINANCE AND PROPERTY

- 11.1 FINANCIAL YEAR:** The Foundation's financial year shall run from 1st January to 31st December.
- 11.2 FUNDS:** The Foundation's funds shall consist of:
- (a) Membership subscriptions
 - (b) Grants and donations from domestic and international sources
 - (c) Income from The Ongata Foundation Farm operations
 - (d) Income from ONGATA.ORG activities
 - (e) Government allocations and contracts
 - (f) Any other lawful income
- 11.3 BANKING:** The Foundation shall maintain bank accounts in its registered name. All accounts shall require dual signatures – the Chairperson or Director and the Treasurer.
- 11.4 EXPENDITURE:** All expenditures shall be in accordance with the approved annual budget. The Board may approve unbudgeted expenditures up to KES 50,000 per item. General Assembly approval is required beyond this limit.
- 11.5 FINANCIAL RECORDS:** The Treasurer shall maintain accurate financial records accessible to the Board and, on request, to members.
- 11.6 AUDIT:** The Foundation's accounts shall be audited annually by an independent registered auditor appointed by the General Assembly. Audited accounts shall be presented to the AGM.
- 11.7 NO PRIVATE BENEFIT:** The Foundation shall operate on a not-for-profit basis. No surplus funds shall be distributed to members. All funds shall be applied solely to the Foundation's objects.
- 11.8 GRANTS AND DONATIONS:** All grants and donations shall be received, managed, and reported in accordance with donor agreements and Kenyan law.

11.9 ASSET REGISTER: The Secretary shall maintain a current register of all Foundation assets.

ARTICLE 12 CONFLICT OF INTEREST

12.1 Board members, officers, and staff shall declare any actual or potential conflict of interest at the earliest opportunity.

12.2 A person with a declared conflict of interest shall recuse themselves from any related discussion or vote.

12.3 The Foundation shall maintain a Conflict of Interest Register managed by the Secretary-General.

ARTICLE 13 AMENDMENTS TO THE CONSTITUTION

- 13.1** This Constitution may be amended only by a two-thirds majority of members present and voting at a duly convened General Assembly.
- 13.2** Proposed amendments must be submitted in writing to the Secretary at least 30 days before the relevant General Assembly.
- 13.3** Notice of proposed amendments shall be included in the notice of the General Assembly meeting.
- 13.4** No amendment shall be made that would alter the Foundation's non-profit character or cause it to operate contrary to Kenyan law.

ARTICLE 14 DISPUTES AND GRIEVANCES

- 14.1** Internal disputes between members or between members and the Board shall first be resolved through good faith negotiation.
- 14.2** If negotiation fails, disputes shall be referred to a three-person Mediation Panel appointed by the Board.
- 14.3** If mediation fails, disputes may be referred to arbitration under Kenyan law.
- 14.4** The Mediation Panel shall include at least one woman community elder from Takawiri Island.

ARTICLE 15 DISSOLUTION

- 15.1** The Foundation may be dissolved only by a three-quarters majority of all registered members at a Special General Meeting convened specifically for that purpose.
- 15.2** At least 60 days' written notice shall be given for a dissolution meeting.
- 15.3** Upon dissolution, all liabilities shall be settled. Any remaining assets shall not be distributed to members but shall be transferred to one or more

organizations with similar objects as determined by the General Assembly.

- 15.4** The Board shall notify the relevant Kenyan government authorities of dissolution within 30 days.

ARTICLE 16 SEAL AND AUTHENTICATION

- 16.1** The Foundation shall have a common seal bearing the Foundation's name and logo.
- 16.2** The seal shall be affixed in the presence of the Chairperson and Secretary-General, who shall sign all sealed documents.

ARTICLE 17 GENERAL PROVISIONS

- 17.1** This Constitution shall be interpreted in a manner consistent with Kenyan law, the Foundation's vision and mission, and the best interests of Takawiri Island community members.
- 17.2** The Board may make standing rules and internal regulations consistent with this Constitution. Such rules do not require Constitutional amendment.
- 17.3** Where any provision of this Constitution is found to be invalid, the remaining provisions shall continue in force.
- 17.4** The Foundation shall comply with all applicable Kenyan laws including the NGO Co-ordination Act, the Societies Act, and any other relevant legislation.
- 17.5** The English language version of this Constitution shall be authoritative.

CERTIFICATE OF ADOPTION

We, the undersigned Founding Members of the Ongata Foundation, hereby certify that this Constitution was duly adopted at the Founding General Assembly held on _____, 2026, at Takawiri Island, Homa Bay County, Kenya.

Name: Kenjovesto Ongata
Sign: [Signature]
ID No: 34858685
Date: 17/04/26
Role: Chairman

Name: Michael Ongata
Sign: [Signature]
ID No: 33855676
Date: 17/04/26
Role: Vice chairperson

Name: Vallary A. Odhiambo
Sign: [Signature]
ID No: 36958316
Date: 17/04/26
Role: secretary

Name: Purity Ambari Chibdo
Sign: [Signature]
ID No: _____
Date: 17/04/26
Role: Director The Ongata Foundation - farm

Name: Emily Akoth Mark
Sign: EA
ID No: 35358788
Date: 17/04/26
Role: Director Ongata.org & communication

Name: Vincent Aron Nyloo
Sign: [Signature]
ID No: _____
Date: 17/04/26
Role: Treasurer

Name: Millicent Otwoma
Sign: [Signature]
ID No: _____
Date: 17/04/26
Role: Member

Name: Erick Ngolo
Sign: [Signature]
ID No: _____
Date: 17/04/26
Role: Member

Name: Antonina Ariwa
Sign: AT
ID No: _____
Date: 17/04/26
Role: Member

Witnessed

by:

(Notary / Commissioner for Oaths)

Date: _____

