

REPUBLIC OF KENYA

PURKO DEVELOPMENT TRUST

TRUST DEED

JUNE 2019

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II. PREAMBLE

We the Purko Maasai Community resident in Narok County, having the inherent responsibilities, rights and powers to manage the lands set aside for our community's collective use to which we belong, from time immemorial granted to us by the Creator and preserved by our ancestors for as long as the grass grows, the wind blows and the water flows, having solemnly resolved to constitute the Purko Development Trust

HEREBY DECLARE THE FOLLOWING TO BE OUR TRUTHS:

1. The Family is the foundation of our Community. We value Community, Social Relations, The Maa Language, and our Cultural Heritage and will strive for the protection of these values.
2. We have the obligation and responsibility to preserve our culture and language and to pass on our language, our cultural practices and our history to our descendants.
3. Our collectively held Land, waters, and natural resources are sacred and essential to the survival of our community.
4. As with all peoples, we have the inalienable right to the pursuit of happiness.
5. We will manage our collective land as a community which is safe, supportive, prosperous, friendly, and caring, and which will always be here for Us, our Children, Grandchildren and Descendants.
6. We are committed to secure to all our members **Social Justice, Economic Empowerment, Political** freedom, **Liberty** of thought, expression, belief, faith and worship, **Equality** of status and of opportunity, and to promote **Fraternity** among all of them, assuring the dignity of the individual and the unity and integrity of the Purko Community.

IN OUR 2019 GENERAL ASSEMBLY;

**This 28th Day of JUNE, in the year 2019 (Two Thousand and Nineteen) Do
HEREBY ADOPT, ENACT AND GIVE TO OURSELVES THIS
TRUST DEED.**

III. DEFINITION OF TERMS

In the Trust deed the following expressions shall, where the context so admits, bear the following meanings: -

- a) The "Trust" shall mean Purko Development Trust.
- b) "The Trustees" shall mean the registered Trustees of Purko Development Trust.
- c) The "General Assembly" (GA) shall mean the representatives selected to represent the larger Purko Community
- d) "PGA" shall mean Purko General Assembly
- e) The "Trust " shall mean and include: -
 - a. All land registered in the name of the Trust
 - b. All other additional property and rights that may be contributed or assigned to the Trust or otherwise become a part of the Trust by way of further settlement or declaration, testamentary disposition, accumulation of income, capital accretion or otherwise in the name of the Trust; and
- f) "Property" shall mean and include all real, personal, movable, or immovable property of whatsoever kind and whosoever situate and shall without limiting the generality of the foregoing include all or any one or more (and any share or interest in any one or more) of the following namely; money, stocks, funds, shares, securities, land, chattels, assurance policies, annuities, goodwill, reversions and rights of every description.
- g) "The Community" shall mean the Purko Community resident in Narok County
- h) "The Beneficiaries" shall mean the Purko community as a whole.
- i) The singular shall include the plural; and
- j) A particular sex shall include the other sex
- k) "Eminent persons" shall mean a person (s) of outstanding character or repute, prominent or distinguished:
- l) The headings in this Trust deed are included for ease of reference only and they shall not affect the meaning or interpretation of this Trust deed.
- m) The "Regions" shall mean the 5 Purko Regions Namely; Melili, Mao, Mosiro, Osupuko Ololulunga/Lemek as was defined at the establishment of the TRUST.
- n) "*Nkasisin olosho le Purko*"- All Annoited Age Set Leaders from amongst the currently existing age sets.

- o) "Professionals" shall mean University Graduates or a Professional Registered with Recognized Bodies.

ARTICLE 1: PURKO DEVELOPMENT TRUST DEED

THIS TRUSTEE DEED is made on this 28th Day of JUNE 2019(Two Thousand Ninteen), **BETWEEN** the **MEMBERS OF THE PURKO GENERAL ASSEMBLY**, whose address for the purpose of this Trustee Deed shall be Post Office Box Number 657 – 20500, Narok, in the Republic of Kenya (hereinafter called **“THE TRUST”** which expression shall include, where the context so admits, their personal representatives and assigns), of the one part **AND THE REGISTERED TRUSTEES OF THE PURKO DEVELOPMENT TRUST**, registered under the Trustees (perpetual succession) Act Cap 164 of the Laws of Kenya and whose address for the purpose of this Trust Deed shall be Post Office Box Number 657 – 20500, Narok (hereinafter called **“THE REGISTERED TRUSTEES”**, which expression shall include, where the context so admits, their personal representatives and assigns) of the other part.

ARTICLE 2: PURKO GENERAL ASSEMBLY

WHEREAS the **PURKO GENERAL ASSEMBLY** shall consist of:-

2.1. Composition of the General Assembly

1. The General Assembly shall be composed of 200 Members (40 members per region) elected from each of the 5 regions Namely, Melili, Mao, Mosiro, Osupuko/Ololulunga and Mara/Lemek Regions. The 200 members shall include the following categories, but not less than;
 - 5 Respected and Recognized elders from the Purko Community (60 years old and above) from each of the 5 regions
 - 5 Women from each of the 5 regions
 - 5 Members representing youth (35 years old and below) from the 5 regions
 - 5 Members representing Persons with Disabilities (PWDs)
 - 2 Members representing Professionals from each of the 5 regions
2. **The Purko Leadership Council.**

Members of the Leadership Council shall be;

- i. All current elected and nominated political leaders, including speakers of National and County assemblies from the Purko Community,
 - ii. 20 ordained cultural leaders representing every Age Set of the Purko Community.
 - iii. 10 Representatives of Chiefs Serving the Provincial Administration in the five Regions.
 - iv. 10 Representatives of Religious Leaders from the 5 Regions.
 - v. Senior Members of the Kenyan National Government from the rank of Principal Secretaries, Cabinet Secretary, Chief Administrative secretary and above
- Selection of the Members of the Purko General Assembly shall take into consideration Regional spread and Gender balance in all the categories.
 - Members of the Purko General Assembly who shall have voting power shall not exceed 200 members. Leadership Council Members shall NOT have voting Rights during ALL the Purko General Assembly Meetings. The Leadership Council shall ensure that there is consensus in decision making at the General Assembly.
 - In the event of lack of consensus beyond a vote, the Leadership Council and the Patron shall take the final decision.
 - The Leadership Council shall be chaired by the Patron/Chairman of Purko General Assembly

2.2. SELECTION OF MEMBERS OF THE PURKO GENERAL ASSEMBLY

- i. There shall be Regional Electoral Colleges consisting of members of the Leadership Council. The Regional Electoral College shall nominate 40 members to serve in the General Assembly in accordance with Article 2.3.
- ii. The Regional Leadership Councils shall be convened and co-chaired by the Senior Anointed Cultural leaders and Senior Clergy from each region.
- iii. In the event of lack of fair gender balance, the convenors shall nominate not more than two women to represent the female gender and vice versa

- iv. The Patron shall nominate at least one observer from a different region to oversee the nomination of the 40 members to the General Assembly
- v. Delegates to the Annual General Assembly shall be nominated at least 60 days before the subsequent General Assembly.

2.3. QUALIFICATIONS AND TENURE FOR MEMBERS OF THE GENERAL ASSEMBLY

Members of the Purko General Assembly shall have the following Qualifications;

- i. Persons of sound mind, not bankrupt, shall meet the requirements of Chapter 6 of the Constitution of Kenya on ethics and Integrity.
- ii. 18 years old and above.
- iii. Each region nominating members to the Purko General Assembly shall consider Age set mix, Gender, and fair distribution of members from across the region.
- iv. Members of the Purko General Assembly shall serve for a period of THREE years, renewable once for a further term of THREE years

2.4. POWERS AND FUNCTIONS OF THE PURKO GENERAL ASSEMBLY

- i. Purko General Assembly shall Approve the appointment of the Chairperson and Trustees of Purko Development Trust
- ii. Purko General Assembly shall supervise the Board of Trustees
- iii. Purko General Assembly shall receive and adopt Annual Reports and Budgets of the Trust.
- iv. Purko General Assembly shall approve Investment Proposals that shall be submitted by the Board of Trustees. However, the Board of Trustees shall have the power to consult the Patron of the General assembly in cases where the investment is time bound and cannot wait for the General Assembly to approve.
- v. Purko General Assembly shall approve financial borrowing to finance investment proposals forwarded by the Board of Trustees. The Board of Trustees however, can consult the Patron when need arises where the proposed borrowing is time bound and cannot wait for the General Assembly to approve.
- vi. The PGA shall ensure that there is harmony between the TRUST, the Purko community and other stakeholders
- vii. In the event of a vacancy of a bonafide nominated member in the General Assembly, the region affected shall nominate a member who shall serve for the remaining period of the current membership
- viii. The Purko General Assembly shall have the power to nominate temporary committees for various functions when need arises

- ix. Purko General Assembly shall have the power to register subsidiary bodies that shall enable the Trust to meet its intended objectives
- x. Purko General Assembly shall have the responsibility of building the capacity of the Purko Community on diverse matters of development

2.5. THE PATRON OF PURKO DEVELOPMENT TRUST

- i. There shall be a Patron and a Deputy Patron of the Purko Development Trust. The Patron and Deputy shall be nominated from among the members of the Purko Community in Narok County.
- ii. The Patron and Deputy shall be nominated in the first General Assembly through Consensus/Election upon adoption of this Trust Deed
- iii. The Patron shall be a highly respected personality, Honest with demonstrated willingness to voluntarily serve the Purko Community, and shall have attained Post- Secondary Education and shall be 50 years and above.
- iv. The Patron and Deputy shall serve for a fixed term of five years. The position of Patron shall be held rotationally within all the 5 regions
- v. The Patron shall be accountable to the Leadership Council and the General Assembly.

2.6. REMOVAL OF THE PATRON OF THE TRUST

- i. The Patron of the Trust shall cease to be in office if; he/she, tenders resignation, gross misconduct and violation of this Trust deed, or natural attrition.
- ii. In the event of gross misconduct or violation of the trust deed that warrants the removal of the Patron, the Leadership Council shall convene a meeting to evaluate the allegations. Upon confirmation of culpability, the Deputy Patron shall act for the remaining period preceding the next General Assembly.
- iii. In the event of death, resignation, incapacitation or exit of the patron, the Deputy Patron shall act for the remaining period preceding the next General Assembly.

2.7. PURKO ANNUAL GENERAL ASSEMBLY MEETINGS

- i. The Trust shall hold ONE (1) Annual General Meeting each year to be known as the Purko General Assembly.
- ii. The General Assembly shall be convened by the Patron of the Trust, in consultation with the Chairperson of the Board of Trustees
- iii. The Patron shall issue a Fourteen days (14) notice to the members of the GA notifying each member of the annual general meeting through Print and electronic media.
- iv. The Annual General Meeting shall be held at such place and time as the Patron shall notify the members of the General Assembly.
- v. The Annual General Meeting of the Purko General Assembly shall be held on the last Monday of the month of May of every year.
- vi. In the event that the Patron of the General Assembly is unavailable to chair the General Assembly, the Deputy Patron shall chair the meeting.
- vii. The quorum at the Annual General Meeting shall be at least 50% +1 of the total number of the GA members.
- viii. In the event of a crisis, the Leadership Council shall be convened to handle the crisis in consultation with the Chairperson of the Board of Trustees. The Quorum for the special Leadership Council meeting shall be 50% +1 of its membership.

2.8. DECISION MAKING IN THE PURKO GENERAL ASSEMBLY

- i. Decision making during the Purko General Assembly shall be made through consensus. In the event of disagreement or lack of consensus on any matter, members of the Purko General Assembly shall vote. The position of majority vote shall be adopted. In the event of a tie, the Patron shall cast a veto vote on the matter.
- ii. In the event of a dispute beyond the vote, the Leadership Council and the patron shall take a final decision
- iii. The Patron shall read out all the resolutions of the meeting to the members at the end of General Assembly for adoption.
- iv. The Purko General Assembly members shall not be represented through Prox

ARTICLE 3. PURKO DEVELOPMENT TRUST

3.1. ESTABLISHMENT OF THE TRUST.

WHEREAS THE Trust has agreed to create a **PUBLIC TRUST** (A company Limited by guarantee) known as **THE PURKO DEVELOPMENT TRUST** under the Trustees (Perpetual Succession) Act Cap 164 of the Laws of Kenya and has assigned, transferred to and vests in the registered Trustees power to achieve and attain the objectives herein below mentioned upon certain Trust.

3.2. THE NAME OF THE TRUST

- i. The name of the Trust shall be **THE PURKO DEVELOPMENT TRUST (PDT)**

3.3. COMPOSITION OF THE TRUST

- i. The Trust shall consist of Fifteen (15) registered Trustees, comprising of at least ONE THIRD of either gender
- ii. The Fifteen (15) trustees shall be selected on the basis of equal representation of all regions and within regions of the Purko Community in Narok County.
- iii. For purposes of Clause 2.5 the regions are representative of the Northern and Southern part of the Narok County as demarcated at independence and shall be known as:
 - a) Melili
 - b) Mau
 - c) Mosiro
 - d) Osupuko/Ololulunga
 - e) Mara/Lemek

3.4. REGIONAL BALANCE

- i. The composition of PDT shall reflect regional balance in terms of Management, Governance and access to benefits (Projects and Programmes spread).

3.5. THE NATURE OF THE TRUST

The Trust shall be a public irrevocable body corporate with perpetual succession upon registration and shall have a common seal and shall in its corporate name be capable of suing and being sued and all the assets of the Trust shall be registered in the name of the Trust.

3.6. OBJECTS OF THE TRUST

- i. The Trustees HEREBY DECLARE that they stand possessed of the Trust fund UPON TRUST for the benefit and welfare of the community and for the objects herein referred to.
- ii. The General object/s or purposes for which the Trust is organized and operated is to engage in such activities as may relieve poverty and distress and to advance the Political, Economic, Social, Technological, Ecological and Legal aspects affecting members of the Purko Community in Narok County.
- iii. The object/s of the Trust shall be achieved through but not limited to development and Improvement of;
 - a) Education and Health
 - b) Agriculture and Livestock
 - c) Technology and ICT
 - d) Commercial enterprises
 - e) Arts and Craft
 - f) Agro forestry
 - g) Research and Innovation
 - h) Natural Resource management, (Water, Soil and Forest)
 - i) Industrial Development
 - j) Community Cultural Heritage
 - k) Advocacy

ARTICLE 4: GOVERNANCE AND MANAGEMENT OF THE TRUST

4.0. THE BOARD OF TRUSTEES AND MANAGEMENT

- i. **PURKO DEVELOPMENT TRUST** Shall be governed by a Board of Trustees nominated and approved by the General Assembly. The Board of Trustees shall be supported in the daily operations of the Trust by a Management Team.
- ii. The Board of Trustees shall consist of Fifteen (15) registered Trustees.
- iii. The Management Team shall consist of the Chief Executive Officer and such other competent staff as may be necessary to facilitate the daily operations and management of the Trust.
- iv. The Chief Executive Officer shall be a member of the Board of Trustees and shall assume the role of the Board Secretary, however, the secretary shall not have a voting power.
- v. The Management Team shall ensure that policies, procedures and good management practices are employed in the day to day operations of the Trust

4.1. SELECTION OF THE MEMBERS OF THE BOARD OF TRUSTEES

Members of the Board of Trustees shall be appointed by the General Assembly as follows;

- i. There shall be an electoral college consisting of the 40 nominated members of the General Assembly from each of the 5 regions
- ii. The regional electoral colleges shall be convened by the senior Cultural leaders and the Senior Clergy from the particular regions
- iii. The regional electoral colleges shall nominate 3 members of the Board of Trustees in accordance with article 4.2 below, out which at least ONE (1) shall be of either gender
- iv. The General Assembly Shall appoint/elect the Chairman and Vice Chair of the Board of Trustees from amongst the 15 nominated Trustees
- v. The nominated members of the Board of Trustees from the 5 regions shall be Approved by the General Assembly and registered within the legal framework.

4.2. ELIGIBILITY OF PERSONS TO BE MEMBERS OF THE BOARD OF TRUSTEES

A person shall be eligible for election as a Member of the Board of Trustees only if He/She;

- I. Is a member of the Purko Community
- II. Has attained Post- Secondary Education. However, regions may nominate one member without formal education
- III. Has attained the age of 30 years and above
- IV. Is a person of integrity and meets the requirements of Chapter 6 of the Constitution of Kenya on Ethics and Integrity
- V. Is not engaged in business with the Trust
- VI. Has never been declared bankrupt
- VII. Is of sound mind
- VIII. Willingness to work as a volunteer

4.3. DISQUALIFICATION OF MEMBERS OF THE BOARD OF TRUSTEES

Any person who is a Board member shall cease to be so if He/She;

- i. Tenders a written resignation letter to the Chairman of the Board of Trustees, with a copy to the Patron of the Purko General Assembly
- ii. Develops an interest in doing business with the Trust during his/her tenure as a trustee
- iii. Is judged to be lacking in Integrity (Trustees Code of Conduct)
- iv. Is convicted of a criminal offence other than a minor traffic offence.
- v. Becomes incapacitated or senile
- vi. Is declared bankrupt
- vii. Becomes of unsound mind, However, the General Assembly shall provide for a procedure to support the affected Trustee/s.
- viii. Any other Gross Misconduct of a Member of the Board of Trustees.
- ix. No vote or action taken by any person following his or her disqualification as a Board member shall be effective or valid for any purpose whatsoever and such an individual shall not be included in the number of Trustees for purposes of determining quorum or the number of Trustees necessary to approve or authorize an action of the Trust.

- x. The General Assembly shall ratify the removal of the affected trustee and approve the nomination of his/her replacement from the affected region.
- xi. In the event that a member of the Board of Trustees ceases to be, the Board of trustees shall continue to transact the business of the trust. However, the Patron of the GA shall be mandated to initiate the replacement process as the guidelines in clause 4.1.
- xii. In event of a vacancy in the Chairmans's position, the Trustees with the concurrence of the Patron of the General Assembly shall nominate one of them to serve as acting Chairman of the trust, until the replacement of the Chairman.
- xiii. In the event of a vacancy in the board of trustees, the Chairman in consultation with the Patron, shall institute the process of replacement as provided for in clause 4.1

4.4. TENURE OF MEMBERS OF THE BOARD OF TRUSTEES

The tenure of the Board of Trustees shall be three (3) years, renewable **ONCE** for a further term of three (3) years.

4.5. POWERS, RIGHTS AND OBLIGATIONS OF TRUSTEES

The Roles and Functions of the Purko Development Board of Trustees shall include but not limited to;

- i. Be the custodians for all assets of the Trust
- ii. Develop the Trust strategic plan and approve the requisite Organization Structure and Establishment
- iii. Undertake Human Resources management function for the Trust Senior Management Team (Recruitment, placement, and discipline)
- iv. Develop and approve all requisite policies that shall guide the daily operations of the Trust
- v. Oversee Financial Management of the Trust
- vi. Develop and approve Budgets and other management Plans of the TRUST and present to the GA for adoption
- vii. Enforcement of the implementation of the strategic plan
- viii. Ensure availability of resources for the attainment of the organizations intended objectives and daily operations

- ix. Approve tenders for provision of goods and services.
- x. Undertake Quarterly performance reviews of the progress of the Trust
- xi. Undertake Annual Internal and External Audits of the TRUST and report the same to the General Assembly
- xii. Consider and recommend The Purko Development Trust Investment proposals for approval by the General Assembly.
- xiii. Prepare reports for the General Assembly

4.6. Except as limited by this Trust Deed, the Trustees shall have all powers granted by law and shall be responsible for and may take such actions as are required to ensure effective management and operations of the Trust. The Trustees shall not be executive trustees. The Trustees shall not have the right or power to exchange, distribute, assign, sell, lease, transfer, renounce, or convey the Trust Assets or the right or power to terminate the Trust Assets' registration. The General Assembly shall approve proposals based on all the above listed undertakings.

4.7. The duty of the registered Trustees shall be to carry out the general and specific objectives of the Trust, and subject to any conditions imposed from time to time by the General Assembly, to provide for the oversight and supervisory responsibility to management and control of the affairs and properties of the Trust. The Trustees shall take reasonable steps to maintain the value, validity and enforceability of the Trust Deed.

4.8. The Board of Trustees shall establish at least Three (3) Board Committees for the expedient execution of the objectives and purposes of the Trust, and the members to the established committee shall be selected by the board members at a meeting of the Board convened for the purpose.

4.9. THE CHAIRMAN OF THE BOARD OF TRUSTEES

- i. The Chairman and Vice Chair of the Board of Trustees shall be appointed/elected on the basis of the criteria stipulated in Article 4.1.
- ii. The Chairman of the Board of Trustees shall serve for a Term of Three years (3), Renewable Once for a further Term of Three (3) years

- iii. To ensure regional Balance, the region that the chairman shall come from, shall only have Two (2) trustees in the Board
- iv. Upon expiry of the term, the Chairman's position shall rotate across the 5 regions, to accord each region an equal chance of leading the trust. No region shall hold the Chairman's position for a cumulative term beyond six (6) years.

4.10. POWERS AND FUNCTIONS OF THE CHAIRMAN OF THE BOARD OF TRUSTEES

- i. To provide overall strategic leadership and direction to the Trust
- ii. To develop the agenda and chair all the meetings of the Board of Trustees
- iii. To ensure that proper policies and procedures have been put in place to support the daily operations of the Trust
- iv. To be available for consultation by the Chief Executive Officer on need basis.
- v. Develop and implement capacity development programmes for the Board and the General Assembly
- vi. Enhance good relationship between the Trust, Purko General Assembly, the larger Purko Community and the external stakeholders
- vii. Act as the secretary of the PGA and in consultation with the Patron of the General Assembly, prepare reports for the Annual Purko General Assembly
- viii. Present annual reports, plans and budgets to the General Assembly
- ix. With the Support of the Board of Trustees and Management to implement the decisions of the Purko General Assembly

4.11. MEETINGS OF THE PURKO BOARD OF TRUSTEES.

- i. The Board of Trustees Shall hold atleast FOUR (4) Full Board Meetings and shall not exceed TEN (10) meetings annually including special meetings.
- ii. All the Meetings of the Board shall be chaired by the Chairman of the Board of Trustees. In the absence of the Chairman, the Vice Chairperson shall chair the meetings

- iii. The Board of Trustees shall establish at least four (4) Board Committees, two of which shall be Finance and Audit Committees.
 - iv. The Board Committees Shall hold at least FOUR (4) Committee meetings and shall not exceed SEVEN (7) meetings annually including special meetings.
 - v. A minute book shall be kept by the Secretary of the Board of Trustees and all the proceedings of the Board shall be recorded in the Minute book.
 - vi. The Secretary of the Board of Trustees shall keep a record of all conflict of interests for all the meetings of the Board.
- 4.12 The Board shall otherwise meet for the purpose of carrying out the business of the TRUST at least on a quarterly basis.
- 4.13. Special Board Meetings shall be convened by the Chairman of the Board of Trustees ONLY when there is a substantive agenda that cannot wait for the quarterly Board meetings.

4.14 NOTICE FOR BOARD MEETINGS

The Secretary of the Board of Trustees (Chief Executive Officer) in consultation with the Chairman shall send out in writing Notice for meetings Not less than 7 (Seven) days before the meeting.

4.15. QUORUM AND ORDER OF AGENDA FOR BOARD MEETINGS

There shall be a quorum when Nine (9) Registered Trustees are present in that particular meeting. The Agenda for Board meetings shall be organized as follows:

- i. Opening Prayer
- ii. Confirmation of Quorum
- iii. Apologies
- iv. Adoption of the Agenda for that Meeting
- v. Chairmans' Opening Remarks
- vi. Chief Executive Officers' Opening Remarks
- vii. Confirmation of the Minutes of the previous Meeting (if Any)
- viii. Matters Arising from the last meeting (if Any)
- ix. Board Committee Reports (Finance, Audit, Investment)
- x. Other Agenda (if any)

xi. Closure and Prayer

4.16 BOARD MEETING MOTIONS TO BE IN WRITING

All motions shall be in writing signed by the proposer and seconder and shall be delivered to the chairman and read by him before any debate thereon shall take place.

4.17 VOTING

During Board meetings, every matter shall be decided in the first place by consensus but the chairman may order a poll and must do so if it is required by more than one member.

4.18 MINUTES

Minutes of all meetings of the Board shall be kept in books provided for that purpose. At every meeting of the Board the minutes of the last meeting of the Board (and if necessary, of the Trust) shall be read and confirmed by the members and shall then be signed by the Chairman and Secretary to certify their truth and accuracy.

4.19 PLACE OF BOARD MEETINGS

The Board members shall meet for the business of the Board and of the Trust only at the premises specifically leased or obtained for that purpose PROVIDED that the Board may meet at some other agreed venue, and notice to that effect shall be given to all the Board members in accordance with the notice requirements hereinabove provided for.

4.20 ADJOURNMENT OF MEETINGS

If at the time appointed for a meeting a sufficient number of the members of the Board to form a quorum are not present or if at any meeting the business is not completed, the members of the Board present shall adjourn the meeting to a later

date and time PROVIDED that if the meeting is adjourned for more than two days, notice shall forthwith be delivered or sent by post to each member of the board.

4.21 INCAPACITY, ILLNESS OR DEATH OF A BOARD MEMBER

If any Board member for any reason becomes unable to execute his duties as a Board member, the Chairman of the Board of Trustees shall notify the Patron of the General Assembly in writing about the incapacity of the Board member to carry out his/her functions. The Patron shall be required to appoint a 5 member Adhoc Committee to establish the circumstances surrounding the incapacity of the Board member's incapacity and recommend to the General Assembly through the Patron for replacement from the affected region. In the event that the Chairman is incapacitated, the Chief Executive Officer in consultation with the Board of Trustees shall notify the Patron and the same procedure shall apply. The foregoing provisions shall apply in case of death of a Board member.

4.22 RULES & REGULATIONS TO GOVERN THE BOARD.

The Board of Trustees shall be governed at all times by this Trust Deed and shall conduct the Business of the Trust in accordance with the this deed. The General Assembly shall be mandated to review the rules and regulations governing the Trust from time to time as it deem fit. The Board of Trustees shall develop a board charter to guide its function.

ARTICLE 5: FINANCIAL MANAGEMENT OF THE TRUST

5.1. The Trust's financial year shall begin on 30th April to 1st May 31st of the subsequent year. The income and property of the Trust when so ever derived shall be applied solely toward the promotion of the objects of the Trust and no portion thereof shall be paid or transferred by way of profit, to any person without a resolution of the Annual Purko General Assembly.

5.2. The Board shall have power to obtain, collect and receive money and funds by means of contributions, donations, subscriptions, deeds of covenants, legacies, grants or any other lawful method and to accept and receive gifts or property of any description.

5.3. APPLICATION OF FINANCES

The Trust stand possessed of all capital money or moneys otherwise held, which now are or hereafter may be vested in the Trust upon the Trust of this deed and also the net proceeds of any sale of the property assured by the conveyance or any part thereof or any other property whether real or personal for the time being vested in the Trust upon the Trusts of the deed to invest the said moneys as the Board in its discretion may direct or select.

5.4. BANK ACCOUNTS OF PURKO DEVELOPMENT TRUST.

5.4.1. The Trust shall maintain TWO types of banking accounts, namely, Main Collection Accounts and Operations Accounts in the name of PURKO DEVELOPMENT TRUST with reputable banking institutions approved by the Board of Trust. The Trust shall be mandated to operate fixed deposit accounts as it may be necessary.

5.4.2. Signatories to the Main collection accounts shall be the Chairman of the Board of Trustees, Finance Chairperson and the Chief Executive Officer. The Chairman of the Board of Trustees shall be a mandatory signatory to the Main Collection Account

5.4.3. Signatories to the Operations account shall be the Chief Executive Officer, Finance Chairperson, or one other trustees as alternate, and Accountant or one member of management appointed by the Board of Trustees,

PROVIDED that the Trust Chief Executive Officer shall be mandatory signatory to the operations accounts.

5.5. INVESTMENT OF CASH

All sums of cash at any time standing to the credit of the aforesaid bank accounts and not required for immediate working purposes shall be invested by the Board in the name of the Trust, subject to any special trusts attached thereto any such sum may be invested in securities for the time being authorized by law for the investment of Trust Fund or in such other investments (including the purchase of free hold or lease hold land, real estate, manufacturing,) as the Board shall on the advice of its Board of Trustees and Management Team. This shall however be subject to the Approval of the General Assembly.

5.6 POWER TO BORROW MONEY

The Board of Trustees may from time to time borrow money from reputable financial Institutions or organizations upon careful deliberation of investment proposals and in consultation and approval of the General Assembly, if such borrowing will enable the Trust attain its objectives.

PROVIDED that the Board shall not encumber, charge mortgage or otherwise saddle any of the Trust's properties in borrowing money not approved by the General Assembly of the Trust and in no way will any borrowing be done if in the opinion of the General Assembly, the Terms of the said borrowing are unfavorable to the Trust and the Board shall subject a matter requiring the use of the Trust lands as collateral to the approval by the General Assembly.

5.7. TRUST ACCOUNTS AND AUDIT

- i. The Board of Trustees shall ensure that financial management procedures and practices are developed and adhered to in Trust. Cash management practices that shall follow the Generally Accepted Accounting Principles (GAAP) shall be in force.
- ii. Proper books of account shall be kept on behalf of the Trust by the Trust Accountant and the Board shall review financial management procedures on a quarterly basis.

- iii. The Board shall ensure that financial audits are carried out annually ONE (1) month before the end of the Trust Financial Year, by a reputable Audit firm competitively selected by the Board of Trustees.
- iv. The Board shall present to the Annual General Meeting of the Trust the financial report and audited accounts of the Trust for the preceding fiscal year.

5.8. DEALING WITH PROPERTY

- i. The Board shall have power from time to time propose to the Trust (subject to such consent (if any) as may be required by law) to sell, assign or lease the property assured by the conveyance or any part thereof or any other property for the time being vested in the Trust upon the Trust for this deed or to lease, sell or mortgage the property in such manner and upon such terms as the Trust shall prescribe from time to time and the Board shall execute and do all such deeds and acts as may be necessary for carrying out such sale, lease or mortgage into effect. This is however subject to the Approval of the General Assembly
- ii. With such consent (if any) as may be required by law the Trustees shall as and when directed by the General Assembly, let such parts of the properties of the Trust as may not for the time being be required for their intended purpose.
- iv. Mortgage or charge the said property or any part or parts thereof respectively to secure the repayment of any sum(s) of money which the Trustees (as they are hereby authorized and required to do when directed by the General Assembly) may borrow on the security of the said property.

ARTICLE 6: SECURING THE ASSETS AND PROPERTIES OF THE TRUST

- i. The Board of Trustees shall ensure that the properties of the trust are kept in safe custody at all times. An asset register shall be maintained and shall be updated and audited annually to ensure that all assets are tracked.
- ii. The General Assembly and the Board of Trustees shall ensure that there is harmony between the trust and all the communities surrounding the TRUST
- iii. Trespassing to Purko Development Trust land without authorization by the Board of Trustees shall be punishable by the existing National law

ARTICLE 7: INDEMNITY OF TRUSTEES

Every member of the Board and other officers or servants of the Trust shall be indemnified (and it shall be the duty of the Board, out of the funds of the Trust, to pay all costs, losses and expenses which any person may incur or become liable for by reason of any contract entered into, or act or thing done by him in good faith in the capacity aforesaid in any way in the discharge of the duties, including traveling expenses, and the Board may give to any officer or employee of the Trust who has incurred or may be about to incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may think proper.

ARTICLE 8: AMMENDMENTS TO THE TRUST DEED.

The Trust document may only be modified, amended, altered or change its name by a special resolution passed at a special general meeting called for that purpose provided that no such alterations, amendments or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this Trust deed.

ARTICLE 9: TRANSITION TO THE NEW TRUST DEED

- i. This Trust Deed shall be the superior deed that will govern the Trust.
- ii. If any term or other provision of this Agreement is invalid, illegal or incapable of being enforced by any rule of law or public policy, all other conditions and provisions of this Trust Deed shall nevertheless remain in full force and

effect so long as the economic or legal substance of the activities contemplated hereby is not affected in a manner materially adverse to the Trust. Upon such determination that any term or other provision is invalid, illegal or incapable of being enforced, The General Assembly and the Board of Trustees shall modify this Trust Deed so as to effect the purpose as closely as possible in an acceptable manner to the end that the purpose is fulfilled in the fullest extent possible. The General Assembly shall however approve all amendments to this Trust deed.

- iii. Upon adoption of this Trust deed, the registered trustees serving under the old replaced trust deed shall continue to serve a full 3 year term from the date of adoption of the new trust deed
- iv. Upon adoption of this trust deed, the 200 members nominated to attend the 2019 Annual General Assembly shall become interim members of the General Assembly, serving for a period of TWO (2) years from the date of adoption of the New Trust Deed.
- v. The Management team serving under the old Trust deed shall transit to the new Trust deed upon adoption for a minimum period of three years.
- vi. The Purko Development Trust Select Committee overseeing full transition from the old deed to the new trust deed shall be retained and mandated to supervise transition and implementation of the Trust deed for a period of TWO (2) years .

IN WITNESS WHERE OF the PATRON and the Registered Trustees have hereunto set their respective hands and signatures on the **28TH DAY JUNE 2019**

**SIGNED BY REPRESENTATIVES)
OF THE GENERAL ASSEMBLY) NAME: HON. MOITALEL OLE KENTA**

In the presence of

) DESIGNATION: HON. PATRON OF THE PURKO
GENERAL ASSEMBLY

) SIGNATURE: _____

SIGNED BY REGISTERED TRUSTEES OF PURKO DEVELOPMENT TRUST THIS 28TH JUNE 2019

1.) NAME: PETER OLE NAKOLA

) DESIGNATION: Registered Trustee

) SIGNATURE: _____

2.) NAME: MOSES OLE KIOK

) DESIGNATION: Registered Trustee

) SIGNATURE: _____

3.) NAME: JOHN OLE SAYIATON

) DESIGNATION: Registered Trustee

) SIGNATURE: _____

4.) NAME: TURERE OLE TIKANI

) DESIGNATION: Registered Trustee

) SIGNATURE: _____

5.) NAME: JOSEPH OLE KIOK

) DESIGNATION: Registered Trustee

) SIGNATURE: _____

6.) NAME: JUSTUS OLE PILALE

) DESIGNATION: Registered Trustee

) SIGNATURE: _____

7.) NAME: ISAAC OLE YIALE
) DESIGNATION: Registered Trustee

) SIGNATURE: _____
8.) NAME: KISHON OLE OSONO
) DESIGNATION: Registered Trustee

) SIGNATURE: _____
9.) NAME: JACKSON OLE LEKUTIT
) DESIGNATION: Registered Trustee

) SIGNATURE: _____
10.) NAME: PARLETUAN OLE KOONYO
) DESIGNATION: Registered Trustee

) SIGNATURE: _____
11.) NAME: GIDEON OLE PESI
) DESIGNATION: Registered Trustee

) SIGNATURE: _____
12.) NAME: KOTOINE OLE KITIKAI
) DESIGNATION: Registered Trustee

) SIGNATURE: _____
13.) NAME: FRANK OLE LEKUTIT
) DESIGNATION: Registered Trustee

) SIGNATURE: _____
14.) NAME: JACOB OLE KITALO
) DESIGNATION: Registered Trustee

) SIGNATURE: _____
15.) NAME: Kanyinke Ole Sururu
) DESIGNATION: Registered Trustee

) SIGNATURE: _____