

CONSTITUTION OF THE WORLD KINDNESS MOVEMENT (WKM)

1. **NAME:** The Constitution of The World Kindness Movement (WKM).
 - 1.1. The name of the Organization shall be the “The World Kindness Movement” (hereinafter referred to as “WKM”).
2. **PLACE OF BUSINESS**
 - 2.1. The Registered Office of WKM shall be in Geneva or any such address as may be decided at and by the General Assembly of WKM.
 - 2.2. The address of the WKM “place of business / head office” will be at the elected host nation for the Secretariat or any such address as may be decided at and by the General Assembly of WKM.
3. **VISION:** The members of WKM shall:
 - (a) Acknowledge the fundamental importance of simple human kindness as a basic condition of a satisfying and meaningful life, and
 - (b) Pledge to join together through the individual networks of each member country, to build a kinder and more compassionate world.
4. **MISSION:** The WKM aims to inspire individuals, communities, organizations, businesses and connect nations and cities to create a kinder world.
5. **OBJECTS:**
 - (a) As an organization with no religious and political affiliation, the WKM’s chief object shall be to foster goodwill among the broad community – local, national and international – by way of kindness and in so doing, create greater understanding and co-operation between all people and all nations throughout the world.
 - (b) To do all such things as may be incidental to or conducive to the attainment of the above object.
6. **MEMBERSHIP:**

In accordance with the chief object of WKM, membership is open to all countries subject to the following:

 - (a) All that engage primarily in kindness-related programs and activities and promote kindness in their own countries are eligible to apply for membership as long as they subscribe to the chief object of WKM subject to the rules and procedure of admission into membership provided herein.

- (b) There may be more than one WKM member in a country. An organization can apply to be listed as a peak national body subject to meeting criteria and adopting the a specific constitution, **the peak national body of the country will be addressed as “World Kindness(Country)” and must be approved by the International Council. This body will consult with fellow members from that nation to determine their vote.**
- (c) Each member shall have equal rights and privileges and shall be eligible to attend WKM General Assemblies and vote according to the rules provided herein. Each member shall have equal rights and privileges and shall be eligible to attend WKM International Council Meetings as observers.
- (d) Any member of the WKM absenting themselves from three (3) consecutive meetings (online, or offline) without satisfactory explanation shall be deemed to have withdrawn from the WKM or the International Council.

7. NON-VOTING MEMBERSHIP:

- a) All who engage in kindness-related programmes and activities and promote kindness in their own countries but may not have kindness as the organisations primary focus thereby not meeting the requirements of membership herein may be eligible to be non-voting members, and when admitted shall be granted an observer status.
- b) Successful applications for Membership to WKM following the resolution of the 2017 General Assembly shall fulfil the first 12 months as a “Probationary Member”. Once demonstrating they have continued to meet all requirements from the membership criteria, full membership status will be automatically granted by WKM International Council.

8. APPLICATION FOR MEMBERSHIP:

- (a) All applications for membership shall be proposed and seconded by an existing member, and shall be made in an authorized form provided to the Membership Committee.
- (b) All applications shall be forwarded to the Chair of the Membership Committee via the Secretary General for verification and recommendation.
- (c) Upon recommendation for acceptance of the application for membership to the General Secretary, the General Secretary shall welcome the new member on behalf of WKM and shall issue a certificate of membership with its rights and privileges

9. MEMBERSHIP SUBSCRIPTION FEES

- (a) Members are encouraged to make voluntarily contributions (“the fund”) to WKM to further its objectives;
- (b) Such donations shall be unpublished but the list of donations shall be made available to interested parties upon their request.
- (c) Donors may designate the funds for specific purposes within the objectives of WKM;

- (d) The fund shall be managed by the Secretariat and its deployment shall be approved by the Treasurer in conjunction with the finance committee of International Council.

10. KEEPING OF ACCOUNT

- (a) The **WKM** shall open bank accounts in reputable Banks where her monies shall be kept.
- (b) The President, General Secretary and the treasurer shall be the signatories to the **WKM's** account for the purpose of withdrawal from the banks.

11: APPOINTMENT OF AUDITOR(S)

1. Independent qualified and licensed Auditors shall be appointed by the general meeting to audit the financial records of the **WKM** annually and submit an audited report to the General Assembly of the **WKM**.
2. The audited financial statements (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the yearly audit reports to be submitted to the regulatory agency in Geneva.

12. GENERAL ASSEMBLY:

- A General Assembly shall be held no later than December of every other year to transact the following business:
- (a) To confirm the minutes of the preceding I General Assembly;
 - (b) To receive and, if approved, adopt the annual report and audited statement of accounts;
 - (c) To elect the members of the International Council, where applicable;
 - (d) To appoint the Honorary Auditor(s);
 - (e) To transact any other business of which not less than 28 days' prior written notice before the General Assembly has been given to the General Secretary at the place of business of WKM

13. EXTRA-ORDINARY GENERAL ASSEMBLIES:

An Extraordinary General Assembly may be convened by the International Council as and when necessary provided that at least 60 days' notice in writing is given to the General Secretary stating the business to be transacted. An Extraordinary General Assembly can be mandated by 75% of Members and meet the requirement of hosting a General Assembly as per article (14b)

14. AGENDA OF GENERAL ASSEMBLIES:

Any member who wishes to place an item on the agenda of a General Assembly International Council Meeting or Extraordinary General Assembly may do so provided he gives at least 28 days' notice in writing to the General Secretary before the meeting is due to be held. All such notices are to be given to the General Secretary at the place of business of WKM.

15. HOSTING OF GENERAL ASSEMBLIES:

- (a) Any member may offer to host the General Assembly by making a proposal to the General Secretary at least 12 months prior to the date of the General Assembly. The International Council shall review the proposal with the objective of maximizing attendance at the General Assembly. In the event when there is more than one proposal, the country with the ideal offer or bid shall be chosen to host the General Assembly.
- (b) The funding of such General Assembly or any meeting shall be borne by the members attending. The budget and costs of attending the meetings (excluding airfares) shall be made available within 30 days of the event by the General Assembly. However, designated voluntary contributions to help defray the cost of organizing the General Assemblies and IC Meetings are welcome from members or via their supporters.

16. CONVENING GENERAL ASSEMBLIES:

- (a) At least 28 days before the General Assembly, International Council Meetings or Extraordinary General Assembly, a notice of the meeting and of the business to be transacted thereat shall be sent to all members. Notice of such meeting shall state the date, time and place of meeting and shall be sent by the General Secretary to all voting members. Only businesses that are stated in the Agenda and those raised by members in accordance to Article. 11 shall be transacted at the General Assembly or Extraordinary General Meetings.
- (b) At least one quarter of voting membership or 7 voting members, whichever is lesser, shall form the quorum for the General Assembly or Extraordinary General Assembly.
- (c) In the event that a quorum is not present at the scheduled General Assembly or Extraordinary General Assembly, the Chairman of the meeting may adjourn the meeting for 30 minutes and should the number then present be insufficient to form the quorum, those present shall be considered a quorum but they shall have not power to amend the existing Constitution.

17. VOTING:

17.1 Votes:

- (a) Each country shall be entitled to one vote. In the event where there are multiple voting members in attendance in one country, one official representative shall be appointed by other voting members to vote for that country.
- (b) Members shall be entitled to vote or to hold office in the International Council but they may be co-opted to the International Council but shall not be allowed to vote at the International Council Meetings.
- (d) Any voting member who intends to vote or be voted for during the General Assembly International meeting or Extra-ordinary General Assemblies, must be physically

present or present online at the time the vote is being cast. Voting by proxy shall not be allowed by this Constitution.

17.2 CASTING OF VOTE:

- a. In the event where the votes in support and against the motion are equal in number, the Chairman of the Assembly shall have a casting vote.
- b. Subject to Article 15.1, every resolution submitted to a General Assembly shall be decided by a show of hands, by voice vote or by poll (where it is demanded by the voting members).
- c. where a poll is duly demanded, it shall be taken either at once or after an interval or adjournment or otherwise as the President directs.
- d. The result of the poll shall be the resolution of the Assembly at which the poll was demanded.
- e. In the event of a connectivity issue or a members temporary absence due to unforeseen circumstance at the time of the voting on a motion, members can move to hold the tally of votes in abeyance for up to 1 hour prior to the scheduled close of business. Members not physically in attendance cannot stand for position of the Office Bearers.
- f. Election of Office Bearers where the position is contested votes will be provided anonymously to the independent returning officer via a sealed ballot paper or an approved online platform provided at the time of the General Assembly if available.
- g. **Procedure**

(a) Each ballot paper must be initialled by the returning officer. The returning officer must, at least 1 day before the day fixed for closing the ballot, deliver to every member entitled to vote in a ballot, 1 set of the following material:

a ballot paper or papers;

an unsealed envelope (the “outer envelope”) addressed to the returning officer; a smaller envelope (the “middle envelope”) in which the voter must enclose the envelope containing the ballot paper, the reverse side of which must be printed in or to the following effect:

Office					Bearers
President		Vice President		Treasurer	Secretary
Candidate					General
Candidate				A.....	
Candidate C.....				B.....	

.....

(Full Name)

.....

(Organisation & Country)

.....

(Signature)

.....

(Designation / Position)

Please use capital letters.

a small envelope (the “inner envelope”); a copy of the statement (prepared by the IC) giving the details of the proposal on which the decision of the members is to be sought.

(d) The returning officer must place the outer envelopes into the ballot box by noon on the day the ballot closes.

17.3 **Appointment of Office Bearers**

- (a) Nominations for Office Bearers must be submitted to the International Council of the World Kindness Movement for a candidate’s approval to stand prior to elections being held. Subject to Rule 17.3 the Non-Executive Directors office bearers elected under this Rule shall hold office for nominally 2 years. Upon retirement of the Founding President the proceeding President shall hold office for a nominal maximum of 6 years and shall retire from the office of President immediately before the International Council meeting at which the new President takes office.
- (b) In accordance with the two year cycle, the President Elect, at the commencement of the meeting when new directors begin their term, shall become the President
- (c) The retiring President, at and from the commencement of the meeting at which the new President takes office, will hold the title of Immediate Past President.

The President Elect will take office effective immediately after voting is concluded and results tallied. A Director nominating for the position of President Elect must have a minimum of two (2) years left of the allowable six year tenure.

- a) The International Council may nominate a person to fill any Executive casual vacancy with the person so appointed taking the place, for the balance of the term, of the Executive member in respect of whom the vacancy occurred.
- (i) An IC vacancy shall be declared a Casual Vacancy. (ii) Any appointments to fill a casual vacancy, shall be nominated by the IC and confirmed at the next general assembly of members.

- b) Any person filling a casual vacancy must be a member of WKA.
- c) If the office of President becomes temporarily vacant the Vice President will hold the office until the return of the President,

17.4. Dispute arising from voting

In the case any dispute arises as to the admission or rejection of a vote, the Presiding officer of the Assembly or the President shall determine the dispute amicably and such determination made in good faith shall be final and conclusive.

18. MANAGEMENT AND ORGANISATIONAL STRUCTURE:

(a) The administration of WKM Secretariat shall be entrusted to an International Council consisting of the following:

- A President, Vice-President, Treasurer, Secretary General and At least Three (3) executive members Attendance at IC meetings and General Assemblies is mandatory and will be at their own cost unless a budget is allocated or a host offers to subsidise.
- (b) At any General Assembly, a maximum of 2 representative members of all members of WKM **and eligible to vote may be nominated for any office by a proposer and seconder from the floor**, provided the proposer and seconder are members of WKM in good standing and present at the General Assembly.
- (c) The term of office of each member of the International Council shall be two (2) years and every office shall be eligible to be re-elected at the General Assembly for a maximum of 6 years in any one position with the exception of the Treasurer who shall not be elected to the same position for more than two consecutive terms of two years without an intervening period of at least one term of two years.
- (d) **The Secretary General shall be the executive officer of WKM and shall head the Secretariat.** The Secretary General shall have secretariat support staff and Regional Executive Officers to assist in the executions of the duties of the Secretariat. The place of business of the Secretariat shall be located in the country where the elected Secretary General resides.
- (e) The International Council shall meet at least once every three months, and the meeting may be conducted by means of tele-conferences, video-conferences or forum chat lines provided that at least half the members of the Council are present at the same time for the proceedings to be valid.
- (f) Notice of the meeting and its Agenda shall be given to all members of the International Council at least 21 days before the meeting is held.
- (g) Any Executive Member of the International Council absenting himself or herself from three (3) consecutive meetings (online, or offline) without satisfactory explanation shall be deemed to have withdrawn from the International Council, and a successor may be co-opted by the International Council to serve until the next Annual General Assembly.

19. DUTIES OF THE OFFICE BEARERS:

- a) **The President** shall chair all General Assemblies and International Council Meetings. He or She shall also represent WKM in dealing with any external parties provided he/she reserves the right to delegate these duties to the Vice-President. The President will be actively involved in sourcing and or reengaging with new members. The President will be on the Strategic Planning, Membership and World Kindness Cities Committees. The President will provide a column and update in the WKM quarterly newsletter
Attendance at IC meetings and General Assemblies is mandatory and will be at their own cost unless a budget is allocated or a host offers to subsidise.
- b) **The Vice-President** shall assist the President in the discharge of his or her duties and act in the President's absence. The Vice President will be on and Chair 3 Committees. Attendance at IC meetings and General Assemblies is mandatory and will be at their own cost unless a budget is allocated or a host offers to subsidise.
- c) **The Secretary General** shall keep an up-to date register of the members, minutes of meetings and all other documents relating to the affairs of WKM, and transact all correspondence, and send out all notices of meetings. Attendance at IC meetings and General Assemblies will be at their own cost unless a budget is allocated or a host offers to subsidise. The cost of fulfilling the duties of the Secretary General role and the functions of office of the Secretary General will be offset by funds channeled through the WKM from members contributions when available, however if not available will be borne by the Secretariat.

Duties of the Secretariat (note this is current with exception to regional Secretariats)

- d) The Secretary General shall oversee all Regional Secretariats and support the role of the Executive Officers in their capacity to drive membership and global campaign strategies.
- e) The Secretary General will Chair and convene bi monthly meetings of the Regional Secretariats and compile a summary of reports for the IC meeting.
- f) The General Secretary will endeavour to create opportunities to engage government officials and Executives from the corporate sector to assist their engagement with the members of WKM.
- g) The Secretary General will be present at all IC Meetings and Committee Meetings. The Executive Officer's Report and any necessary updates.
- h) The Secretary General will provide a column and update in the WKM quarterly newsletter
- i) The Secretary General will at times make themselves available to give keynote addresses and attend special international events to represent the WKM.
- j) The Office of the Secretary General will be a primary point of contact for regional offices in regards to the day to day business of WKM.
- k) The Secretary General will assist to source and support interested parties to participate and form kindness organisations and peak national kindness bodies.

- l) The Secretary General will be responsible to manage social media and the WKM website.
 - m) The Office of the Secretary General will vet communications all incoming mail from website and social media and share with appropriate IC members and committees
 - n) The Office of the Secretary General will manger the WKM email Accounts
 - o) The Office of the Secretary General will oversee the connection and liaison with Guest Speakers and dignitaries for WKM events.
 - p) The Office of the Secretary General will oversee the bookings and travel arrangements for WKM events
 - q) The Office of the Secretary General will ensure programs for WKM events run smoothly and venues meet the required standard
 - r) The office of the Secretary General will ensure telephone lines and PO Box numbers are maintained and messages are responded to within reasonable timeframes.
 - s) The Office of the Secretary General will do all things to support the IC and provide advice and guidance to the IC
 - t) The Office of the Secretary General will collect data and stay abreast of world events providing relative information for members.
 - u) The Office of Secretary General will provide training and support for members and update manuals and handbooks.
 - v) The Office of the Secretary General will be responsible for the printing and allocation of WKM stationary including merchandise and presentation certificates and collateral.
 - w) The Office of the Secretary General will provide advice and demonstrate an understanding of the WKM Constitution.
- (d) **The Treasurer** shall oversee all monetary transactions managed by the Secretariat. The Treasurer will be on the Finance, Governance and General Assembly committees. Attendance at IC meetings and General Assemblies is mandatory and will be at their own cost unless a budget is allocated or a host offers to subsidise. The Treasurer will liaise with the appointed auditors and present monthly financial reports and annual returns at the General Assembly and the annual IC meeting.

- 17 (a) **Regional Executive Officers:** Regions determined by Africa - Asia Pacific - North Asia – Eastern European - Western Europe - Northern America – Latin America & Caribbean - Oceania
The Regional Executive Officer will be appointed by the International Council and are separate to the International Council. Regional Executive Officers are appointed following responding to invitations to Express Interest for the roles from the IC. They shall keep an up-to date register of the members, minutes of bi-meetings and all other documents relating to the affairs of the respective regional WKM Secretariats, and transact all correspondence, and send out all notices of meetings to respective members and the Secretary General. An IC member cannot hold both an Executive Member role and Regional Secretariat role, however

an IC member can join the meetings of the regional secretariat which their nation belongs.

20. SUB-COMMITTEES & Appointment of Executive Members:

- a) A full member of WKM for more than 12 months is eligible to be appointed to the Executive member by being nominated and having the nominated seconded and then put to members to vote at a General Assembly. Executive members will assist the Office Bearers and take an active role on three committees. Attendance at the annual IC Meetings and General Assemblies is mandatory and will be at their own cost unless a budget is allocated or a host offers to subsidise.
- b) After the first meeting of the International Council after the election at the General Assembly, the Council shall appoint heads of sub-committees and at least 2 members to each of the subcommittees. Their term of office shall be for two (2) years and they shall meet as and when necessary by means of tele-conferences, video-conferences or forum chat lines provided that at least half the members of the sub-committee.
- c) **The Membership Committee:** shall be responsible for the active recruitment of new members, researching and verifying the suitability of candidates and correspondence.
- (b) **The Finance Committee** shall be responsible for the financial governance of the WKM.
- (c) **The Communications Committee:** shall be responsible for producing an annual publication and other information dissemination with highlights of the WKM member activities, media projection and anything deemed related to kindness to showcase the accomplishments of the WKM.
- (d) **General Assembly and Events Committee:** Shall assist in screening and selection of potential host Countries for the bi annual General Assembly, annual International Council Meeting and major events such as the World Leaders Kindness Summit. It shall be responsible for organizing, inspection and assessment of the venue for the General Assembly in conjunction with the host Country to ensure problem free hosting.
- (e) **World Kindness Cities Committee:** Shall be responsible for sourcing, assessing, screening and selection of Cites that have satisfied the criteria to receive official listing as a World Kindness Cities.
- (f) **Award Committee:** shall be responsible for selection of deserving individuals, cities and nations nominees for an International Award on kindness.
- (g) **Strategic Planning Committee:** Shall be responsible for effective project planning and strategies that will enhance the spread of kindness to provide influence and raise awareness to the important role kindness plays within our community.
- (h) **Governance Committee:** Shall be responsible for ensuring strict compliance with the rules and regulations of the organization.

21. INELIGIBILITY TO HOLD OFFICE:

An Elected member shall cease to hold office if he/she:

- i. Retire or Resigns his/her offices without due and proper notice.;
- ii. Ceases to be a member of the Peak body of the Countries represented
- iii. is an undischarged bankrupt, having being adjudged or otherwise declared bankrupt under any law in force;
- iv. adjudged to be of unsound mind,
- v. has been indicted for fraud or embezzlement by a administrative panel of inquiry
- v. convicted of a criminal offence involving dishonesty by a court of competent jurisdiction.

22. DECISIONS :

- (a) All decisions made by either the International Council or the Sub- committees shall be made by a simple majority of the valid votes cast at the meetings validly called.
- (b) At the request of at least three (3) members from three (3) member countries, a decision by way of email, the General Secretary shall implement that decision making process.

23. WORLD KINDNESS MOVEMENT YOUTH COUNCIL:

WKM shall establish a sub-body known as World Kindness Movement Youth Council (WKMYP), to breed future leaders and ambassadors of kindness. The WKMYP is created through International partnerships inviting youth organisations to nominate youth representatives from its youth executive to participate in the global campaign. The age shall be from 17years-25years and they will conduct their meetings in the same manner and in conjunction with WKM meetings.

World Kindness Movement Youth Council shall comprise of a Chairperson, General Secretary, Treasurer and youth representative from member countries.

The General Assemblies of the WKMYP shall be held during the General Assembly of WKM at a different venue.

24. FINANCIAL YEAR :

The financial year shall be from 1st January to 31st December of each year.

25. AUTONOMY OF MEMBERS:

All members shall be free to run their own programmes and activities as they deem fit as long as it is in line with the WKM's vision and mission and acknowledge World Kindness Day on the 13th of November as per article 24.

26. WORLD KINDNESS DAY:

World Kindness Day shall be observed annually on 13 November. The purpose of World Kindness Day is to provide a springboard for promoting kindness that begins with individuals and expands to connect communities around the world. It is a day set aside to celebrate and appreciate kindness around the world.

27. PROHIBITED ACTIVITIES:

- (a) WKM shall not indulge in any political activity or allow its funds and/premises to be used for political purposes.
- (b) WKM shall not raise funds from the public for whatever purposes for the benefit of any individual or individual member without the unanimous approval of all voting members.

28. AMENDMENTS TO THE CONSTITUTION

- (a) The Secretariat shall inform all members of any proposal to add, delete or amend any Article of the Constitution by notice in writing. The notice shall specify all the proposals and shall be sent to all members at their last known address or email address as shown in the records of WKM at least 21 days before the date of the General Assembly.
- (b) No additions, deletions or amendments to the Constitution shall be made except at a General Assembly and with the consent of at least seventy-five percent (75%) of the voting members present.

29. OFFICIAL WEBSITE & WKM Logo:

- a) The official website address of WKM is www.theworldkindnessmovement.org. It will be updated and maintained by the WKM webmaster with the help of the WKM Secretariat.
- b) The WKM logo will be Trade Marked and will only be for the use of current WKM Members. The logo cannot be altered or appear in conjunction with any other logo which is not an official WKM member without the written consent of the International Council.

30. KINDNESS CLAUSE

a) Members will use their best endeavours to ensure they will not either intentionally or unintentionally exclude members from conversations, at gatherings online groups or at social events. Members will always be aware of those who may be on the outer or social fringe. Our members will be compelled to not just notice but to act ensuring all WKM members and visitors are welcomed in with a warm smile hello providing a secure sense of belonging. We will always be alert and on-guard to ensure politics never has a part to play in our organisation and that we will be transparent in all our matters and dealings. Conversations behind closed doors will only ever be undertaken with the best of intent and as a step to seek council.

b) Should any dispute or disagreement arise between members, our management, staff, executive members or any WKM stakeholder, parties in question must exhaust all options to resolve the differences amicably and directly in a safe environment created through seeking the kinder option of compromise, we will remind each other of Article 28 of the WKM



- (c) In the event that WKM is dissolved, all debts and liabilities of WKM shall be discharged and the balance thereof shall be donated in the name of WKM to the International Red Cross or other charitable international organisations as the members deem fit.