



Mazingira Welfare and Sports
Association

MAZINGIRA WELFARE ASSOCIATION BY-LAWS

JUNE 2022

1. NAME

The name of the group shall be **MAZINGIRA WELFARE ASSOCIATION** - herein referred to in the By-Laws as the **WELFARE**.

The **WELFARE** is non-political and focuses on socio-economic development and hence economic empowerment of the members, their families and the larger community.

2. REGISTERED OFFICE AND ADDRESS:

The registered office of the welfare shall be:-

MAZINGIRA WELFARE ASSOCIATION,
N.H.I.F. Building, Ragati Road,
P.O. BOX, 10097-00100,
NAIROBI.

Email: info@mazingirawelfare.org

Website: www.mazingirawelfare.org

3. INTERPRETATIONS AND DEFINATIONS

- i. "Association" means Mazingira Welfare
- ii. "Committee" means Management Committee
- iii. "Chairman" means Chairperson
- iv. "Member" means a member of Mazingira Welfare, includes the members of the Management Committee.
- v. "General Meeting" means Annual or Special General Meeting.
- vi. "Grant" means benevolent fund and 50% contribution refund
- vii. "Alternate" means Deputy or a person in a similar position.

4. THE OBJECTIVES:

The Welfare is a staff organization and has no political ambitions or affiliation.

The objectives of the Welfare are to: -

- a) Foster and encourage members' participation in Welfare's activities.
- b) Source and maintain funds through voluntary contributions, subscriptions, investments and ensure prudent management of the resources.
- c) Solicit for financial support from available external sources for the Welfare.
- d) Advance loans and grants to members of the Welfare subject to availability of funds;
- e) Acquire, lease, charge, sell/dispose-off and mortgage both movable or immovable property/assets for the interest of the members;
- f) Support the socio-economic development projects of the Welfare/members through access to affordable loans and appropriate technical skills.

5. PATRON:

The Principal Secretary in charge of the Ministry of Environment and Forestry shall, by virtue of his official position be the Patron of the Welfare.

6. MEMBERSHIP:

a) Joining the Welfare:

Employees of Ministries, Department, Agencies (MDAs) and county governments shall be eligible for membership of the Welfare, upon submission of a duly filled membership form and payment of a non-refundable fee of Kshs. 200/=, subject to variation by Annual General Meeting.

b). Subscriptions:

Every member shall pay a monthly subscription fee of Kshs.500.00 through check-off system. The subscription fee may be varied from time to time through an Annual General Meeting.

c). Loss of Membership:

- i. Member(s) resigning from the Welfare shall submit their resignation letters to the Secretary.
- ii. Members resigning shall give a written notice of not less than sixty (60) days.
- iii. A member whose suspension is being discussed shall have the right to present their case(s) meeting at which their suspension is to be considered.
- iv. The Management Committee shall resolve by a two-third majority rule.
- v. The member shall however have the right to appeal against the suspension to the General Meeting and be given a hearing. The General Meeting shall have powers to reinstate the member with two-thirds majority of members present and voting at the meeting.
- vi. Member who resigns from the Welfare before five (5) years of membership shall not be entitled to refund of his/her subscription or any part thereof or any monies contributed by him/her at any time. While any member who withdraws, dies, retires or is dismissed shall be entitled to refund of 50% of subscription provided he/she have been a member for over five (5) years and has no outstanding loan.
- vii. Membership of the Welfare shall automatically cease following :-
 - (i) Demise of a member,
 - (ii) Retirement,
 - (iii) Resignation,
 - (iv) Expulsion from the Welfare and
 - (v) Failure to remit monthly contribution for a period of six (6) months consecutively. The committee may, however, at its discretion reinstate such a member on payment of the total amount of the subscription outstanding.

Note: The member should liaise with his/her employer to ensure deductions are remitted.

7. (a) OFFICE BEARERS:

The office bearers of the Welfare shall be: -

- i. Chairperson;
- ii. Vice -Chairperson;
- iii. Secretary;
- iv. Assistant Secretary;
- v. Treasurer;
- vi. Assistant Treasurer;
- vii. Nominated Departmental representatives;
- viii. Elected Representatives;

- i. The Chairperson shall be the head of Administration/ alternate in the Ministry of Environment and Forestry.
- ii. The Secretary shall be the head of HRM&D/ alternate in the Ministry of Environment and Forestry.
- iii. The Treasurer shall be the head of Accounting Division/alternate in the Ministry of Environment and Forestry.
- iv. The Vice- Chairperson shall be nominated by the Chief Conservator of Forest.
- v. The Assistant Secretary shall be the Manager of the Welfare
- vi. The Assistant Treasurer shall be nominated by the treasurer.

Note: The nominated office bearers who shall not be members at the time of nomination shall regularize their membership within a period of six months or otherwise cease to be officials.

(b) Elected Representatives

The Committee shall determine the criteria and the number of departments the Welfare may have. Representatives shall be derived from the following Ministries, Departments and Agencies (MDAs): -

- i. Environment and Forestry
- ii. Mining
- iii. Water
- iv. Kenya Forest Service(KFS)
- v. National Environment Management Authority(NEMA)

The representatives shall be elected by their respective MDAs during an Annual General Meeting (AGM) or otherwise directed by the Committee and must have been a member for a period not less than three (3) years.

- i. All elected officials shall hold office for a period of three (3) years from the date of the election and shall be eligible for re-election.
- ii. Any elected office bearer who ceases to be a member as laid down in Rule 6c (vii) shall be replaced by an election held by respective MDAs.
- ii. The Departmental representatives shall convene and conduct meetings within their respective departments and express views and pass resolutions for consideration by the Committee, except Rules and By-laws dealing with dissolution.
- iii. The Departments shall adopt and use the Constitution and Rules of the Welfare and the By-laws as operation guidelines.
- iv. Departments shall hold meetings at least two (2) times a year.
- v. In case members have grievances with their elected representatives; the same shall be communicated through the nominated representatives who will try to resolve the issue if otherwise can be presented to Committee.

8. DUTIES OF OFFICE BEARERS

(a). Chairperson:

The chairperson shall, unless incapacitated by illness or other sufficient cause, shall preside over all meetings of the Committee and General meetings.

(b). Vice-Chairperson:

The Vice-Chairperson shall perform any duties of the Chairperson in his/her absence and such duties assigned to him/her by Chairperson or the committee.

(c). Secretary:

(i) The Secretary shall be responsible for all the correspondence of the Welfare under the general supervision of the Committee. In cases of urgent matters, shall consult the Chairperson or the Vice-chairperson. The decision reached shall be communicated to the Committee for ratification.

(ii) The Secretary shall issue notices convening all meetings of the Welfare and shall be responsible for keeping minutes and records of the Welfare.

(d). Assistant Secretary:

In the absence of the Secretary, the Assistant Secretary shall perform the duties of the Secretary and such other duties as may be assigned by the Secretary or the Committee.

(e). Treasurer:

The Treasurer is answerable to the Committee and to the members for the sound management of the Welfare's finances that includes: -

- i. Receive and disburse all monies;
- ii. Issue receipts for all monies received;

- iii. Preserve vouchers for all monies paid;
- iv. Prepare the Welfare financial reports; and
- v. Avail financial records for audit.

(f). Assistant Treasurer:

The Assistant Treasurer shall perform such duties as may be assigned by the Treasurer or the Committee and in absence of the Treasurer shall perform the duties of the Treasurer.

9. THE MANAGEMENT COMMITTEE:

- (a). Management Committee shall consist of the Chairperson, the Vice Chairperson Secretary and Assistant Secretary, Treasurer and Assistant Treasurer and nominated/ elected members from the MDAs.
- (b). The quorum for the meeting shall not be less than 1/2 of the Committee members.
- (c). The Committee shall meet at least once a month.

10. DUTIES OF THE MANAGEMENT COMMITTEE:

In accordance with the Welfare's Constitution, the Management Committee shall:-

- i. Be responsible for the management of the Welfare and may give directions to the office bearers as provided for in the Constitution.
- ii. Have powers to appoint sub-committees with Terms of References (ToRs) as deemed fit.
- iii. The Management may also constitute ad-hoc committees to deal with emerging issues.
- iv. Authorize financial disbursements on behalf of the Welfare.
- v. Responsible for the recruitment of members, sensitization and publicity of the Welfare.

- vi. Establish and abolish offices of the Welfare accordingly; appoint persons to hold or act in those offices and confirm to their appointments;
- vii. Handle disciplinary cases, whilst promoting the values and principles of the Welfare.
- viii. Responsible for the administration and management of the Welfare of members and staff to promote efficient and effective service delivery.

11. SUB-COMMITTEES

There shall be established sub-committees drawn from the Management Committee, and may co-opt technical experts accordingly. The sub-committees shall be reconstituted after three (3) years or after every election. The sub-committees shall submit reports to the Management Committee to make decision(s).

The sub-Committees shall be: -

- (i) Finance and Human Resource Management; and
- (ii) Socio-Economic Development.

12. VACANCY IN THE MANAGEMENT COMMITTEE

The Management Committee shall make necessary arrangements with the respective MDAs to fill any vacancy caused by resignation, demise, retirement, or transfer of a management member.

Any member of the Management Committee who fails to attend three (3) consecutive meetings without valid apology loses his position paving way for a replacement. The Committee will write to the respective MDAs requesting for a replacement.

13. TRUSTEES:

- i. All assets, property and investments acquired by the Welfare shall be registered in the name of the Welfare.

- ii. There shall be three (3) trustees namely the Chairperson, Secretary and Treasurer, in accordance to the Public Trustee Act Cap 168.
- iii. The trustees shall hold in trust the Welfare's assets, properties and investments.

14. INSPECTION OF BOOKS OF ACCOUNTS

AUDITORS:

- a. Auditor (s) shall be appointed in an Annual General Meeting to audit the books of account of the subsequent year. The Welfare's accounts, records and documents shall be availed for examination by the Auditor(s).
- b. No Auditor shall be an office bearer, committee member or regular employee of the Welfare.
- c. The Treasurer shall submit to the auditor financial records and statements within a period of two (2) months from the date of closure of the financial year.
- d. The auditor shall examine, prepare and submit audited financial report to the Committee within three (3) months prior to the date of the Annual General Meeting.
- e. The Committee shall approve the report for presentation by the auditor during the Annual General Meeting.

Note: The books of accounts, all documents relating thereto and a list of members of the Welfare shall be available for inspection at the registered office of the Welfare by any office bearer or member of the Welfare on giving within (21) days' notice in writing to the Welfare.

15. GENERAL MEETINGS:

There shall be two (2) categories of General Meetings: - Annual General Meeting and Special General Meeting.

(A). Annual General Meeting

(i). The Annual General Meeting shall be held not later than 31st August each year. Notice in writing of such Annual General Meeting, accompanied by the annual statement of accounts see rule 14(d & e) and the Agenda for the meeting shall be sent to members not less than 21 days before the date of the meeting and, where practicable, by SMS not less than 14 days before the date of the meeting.

(ii). The Agenda for any Annual General Meeting shall consist of the following: -

- (a). Adoption of the Agenda;
- (b). Confirmation of the minutes of the previous Annual General Meeting;
- (c). Matters Arising;
- (d). Consideration of the accounts and approval of the budget;
- (e). Election of representatives from Ministries, Departmental and Agencies Where necessary.
- (f). Appointment of Auditor(s) in accordance with rule 14(a & b);
- (g). Such other matters as the committee may decide or as to which a notice shall have been given in writing by a member or members to the Secretary at least by 31st December;
- (h). Any other Business with the approval of the chairman.

(iii). Quorum for the Annual General Meetings shall not be less than 80 of the registered members of the Welfare.

(B). Special General Meeting: -

- (i) May be called for any specific purpose by the Management Committee. Notice of such meeting shall be sent to members not less than 14 days before the date thereof and where practicable by SMS less than 7 days

before the date of such meeting. The notice for such meeting shall be decided by a quorum as shown in rule 15A(iii) and no matters shall be discussed other than that stated in the requisition.

- (ii). May also be requisitioned for a specific purpose by order in writing to the Secretary by not less than 50% of the registered members. The purpose of the meeting in the requisition should include all the items to be discussed and no other matters shall be discussed other than those stated. The Secretary shall give notice to members of the Welfare for the meeting to be held within 21 days from the date of the receipt of the requisition.

16. PROCEDURE AT THE MEETINGS:

- i. The Chairperson or in his absence, the Vice-Chairperson or in the absence of both, a member nominated by the Committee shall preside over all the Welfare's meetings
- ii. The Patron or Management Committee, if need may arise shall have powers to co-opt a member to sit and participate in the meetings but the co-opted member shall not enjoy voting rights.
- iii. The Chairperson may at his/her discretion limit the number of persons permitted to speak in favour of or against any motion during the meeting,
- iv. Resolutions of the Meeting shall be decided by either consensus or simple majority; by a show of hands or secret ballot. In case of tie in votes, the Chairperson shall have a casting vote.

17. FUNDS:

(a) Sources of funds for the Welfare shall be:-

- i. Monthly contributions/membership fees;
- ii. Interest on deposits;
- iii. Mobilized resources from external sources;
- iv. Any other monies accrued as contained in Rules and By-laws sub-paragraph 4e;

v. Loan: - Borrowing powers for the Welfare shall be approved by members in a General Meeting subject to a sound repayment system or the Welfare may grant charge over its assets.

(b) The Welfare's funds may only be used for the following purposes: -

- i. Assist members in distress;
- ii. Loans and grants;
- iii. Socio-economic development;
- iv. Remuneration and allowances for the employees of the Welfare;
- v. Running expenses for the Welfare.

(c). Funds received shall be deposited in Welfare's Bank Account

(d). No payments shall be made out of the bank account without a resolution of the committee authorizing such payments.

(e). A sum not exceeding Kshs. 30,000/= shall be kept by the Accountant for petty disbursements and ensure proper accounts of the same shall be kept.

(f). Legal proceedings will be instituted against any member(s) who misappropriates the Welfare's funds or properties.

(g).The financial year of the Welfare shall be from 1st January to 31st December.

18. PURPOSE OF THE FUNDS:

(A) Distress cases:

Because of the urgency, the Chairperson, Secretary and the Treasurer shall handle distress matters provided proper documents are produced for verification. This however, shall be ratified in the following Management Committee Meeting. Where a member does not meet the laid down conditions or does not have proper documents, the matter shall be referred to the Management Committee for deliberations.

Conditions:

- (i) In case of death, the distress assistance shall be non-refundable grant of Kshs 25,000 to a member 20,000/= to one spouse, 15,000/= to a child. The committee shall consider giving a grant to a maximum of four (4) dependants' upto 26 years of age.
- (ii) The committee shall have powers to approve or reject any grant to the bereaved or beneficiary, as the case may be, but shall pay the grant preferably on or before the burial of the deceased.
- (iii) To qualify for a grant a member shall have contributed for at least six (6) months.
- (iv) No payment of grants will be approved if a member had not declared the name (s) of his/her spouse and children to the Welfare in advance.
- (v) A member will have a grace period of six months to declare an infant or a spouse as a beneficiary.

(B). LOANS:

(bi) NORMAL LOAN

All loan applications shall be considered by the Management Committee

- (i) The Management Committee shall hold such meetings as the business of the Welfare may require and shall approve a welfare loan up to a maximum Kshs. 70,000 subject to fulfillment of the laid down conditions. The amount shall be reviewed from time to time through an AGM, depending on the availability of funds.
- (ii). The welfare loan given shall be interest free and shall be given to members who have contributed for at least six months and have no outstanding loan.

- (iii). The welfare loan shall be recovered from the member's salary through check-off system or otherwise, the maximum recovery period shall be eighteen (18) months.
- (iv). The Welfare loan shall be given on the first come first served basis for the following purposes: -
 - (a).Education;
 - (b).Medical;
 - (c).Judicial;
 - (d).Funeral Expenses;
 - (e).Development;
 - (f).Any other declared needs.
- (v). The Secretariat shall process the loan applications and present the same to the Management Committee for approval.
- (vi). The Management Committee shall consider and approve or reject a member's loan application, after ascertaining his / her ability or inability to repay the loan fully within the specified period. No loan shall be given to a member who is on an interdiction/suspension.
- (vii). Loan defaulter: -
 - i. In case a member defaults in repaying the loan; the loan given shall be recovered from monies due to him or her from the employer.
 - ii. In case of dismissal, resignation, termination of appointment, retirement, and desertion, appropriate measures shall be instituted

by the Management Committee to recover the outstanding amounts from the defaulter.

iii. In case of the demise, the loan shall be written off.

(bii) EMERGENCY LOAN

Any unforeseeable eventuality touching the member, nuclear family and parent.

This include:-

- (i) Fire
- (ii) Death
- (iii) Burglary/Break-in
- (iv) Medical

- i. The amount shall be up to a maximum of Ksh. 20,000.00, which may be reviewed from time to time during the AGM subject to availability of funds.
- ii. The emergency loan is payable within one year subject to ability to pay.
- iii. The loan can be taken when the normal loan is running but a member can only have one emergency loan at a time.

(C) INVESTMENT

From time to time the Management Committee will consider viable investment to the Welfare subject to the availability of funds.

The Committee shall offer equal opportunities of the investment funds to the members.

19. MISCELLANEOUS RULES:

- (a) The Management Committee shall be paid appropriate allowances when conducting Welfare's business and the rates shall be determined and shall be reviewed from time to time by the Management Committee.

- (b) No office bearer or committee member shall receive from the Welfare any payment apart from sitting, traveling, and subsistence allowances while performing Welfare business, unless otherwise specified by the Management Committee.
- (c) The office bearers, members of the committee and employees of the Welfare shall hold secret and in strict confidence, the transactions of the Welfare with its members.
- (d) No office bearer, committee member or employee of the Welfare shall in any manner participate in the deliberation upon, or determination of any matter affecting his or her own financial interest in the Welfare.
- (e) If need may arise, the Welfare may adopt and use a common seal, name-stamp and letter heads which bear the words "Mazingira Welfare Association"

20. CONDUCT OF BUSINESS

The Patron or Management Committee may make such rules not inconsistent with these by-laws, as they deem necessary, for the conduct of the Welfare's business. Any such rules shall be recorded in the minutes and shall be posted to the websites and shall come into force when and as determined.

21. AMENDMENT OF THE BY-LAWS:

Amendment(s) of the By-Laws must be approved by at least a two-thirds (2/3) majority of the members present and voting at a General meeting of the Welfare. However, such amendments cannot be implemented without a written approval from the Registrar of Societies obtained upon application of a written and signed application by the three (3) office bearers namely the Chairperson, Treasurer and Secretary.

22. DISSOLUTION:

- a) The Welfare shall not be dissolved except by a resolution passed at an Annual General Meeting by a vote of two-thirds (2/3) of members present and voting. The quorum at the meeting shall be as shown in Rule 15(A)(iii). If no quorum is obtained, the proposal to dissolve the Welfare shall be submitted to a subsequent General Meeting, which shall be held one month later. Notice of this meeting shall be given to all members of the Welfare at least 14 days before the date of the meeting. The quorum of this Special General Meeting shall be at least 50 members present. If no quorum is attained, another Special General Meeting shall be convened giving a notice of 14 days to all members. The quorum shall be at least 50 members present. If the quorum is not obtained, the dissolution of the Welfare shall be postponed until further notice.

- b) The dissolution shall be effected with a written and signed letter by the three (3) office bearers.

- c) When the dissolution of the Welfare has been approved by the Registrar of Societies, no further action shall be taken by the Committee or any office bearer of the Welfare in connection with objectives of the Welfare. Only the Trustees and the Management Committee can then commence the liquidation of all assets of the Welfare, subject to payment of debts and liabilities of the Welfare. The balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.

23. SUPREMACY:

The Constitution of the Welfare shall override these By-laws.

24. ACCEPTANCE:

We the undersigned office bearers of the Mazingira Welfare Association named herein do hereby accept and adopt these By-laws for and on behalf of the Welfare together with any changes or alteration that have been initiated or signed by us.

Adopted on this dayof.....2022.

Signed Chairperson

Signed.....Treasurer

Signed..... Secretary

Before the patron who is Principal Secretary.

Ministry of Environment and Forestry