



**Mazingira Welfare and Sports
Association**

MAZINGIRA WELFARE ASSOCIATION CONSTITUTION

JUNE 2022

Preamble:

1. Name:

The name of the group shall be **MAZINGIRA WELFARE ASSOCIATION** - herein referred to in the Constitution 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 Definitions:

- i. "Welfare " means Mazingira Welfare Association;
- ii. "Committee" means Management Committee;
- iii. "Chairperson" means Chairperson of the Welfare;
- iv. "Member" means member of the Mazingira Welfare Association, and includes members of the Management Committee and members of the Welfare; and
- 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. 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) Employees of Ministries, Departments and Agencies (MDAs), and county governments shall be eligible for membership of the Welfare. However, their application(s) shall be subjected for approval by the Committee, upon a payment of a non-refundable membership fee of **KES. 200/=**. The membership fee may be varied from time to time through an Annual General Meeting.
- (b) Every member shall pay a monthly subscription fee of **KES.500/=**. Which may also be varied from time to time through an Annual General Meeting.
- (c) Member desiring to resign from the Welfare shall give a notice of not less than sixty (60) days by submitting a written letter of resignation to the Secretary.
- (d) Member whose suspension is being discussed shall have the right to be heard and shall therefore be granted an opportunity to address the meeting at which the suspension is being deliberated on. The Management Committee shall resolve by a two-third majority

of members present and vote whether such a member should be suspended or not. If suspended, the member shall have the right to appeal against the suspension by submitting a letter on the same to the General Meeting requesting for a hearing. The General Meeting shall have powers to reinstate the member with two-thirds (2/3) majority of members present and vote at the meeting, if the member proves otherwise.

(e) Member who resigns from the Welfare before completing five (5) years of membership, shall not be entitled to a refund of their subscription fees or any part thereof or any monies contributed by the member at any time. While any member who resigns, dies, retires or is dismissed shall be entitled to a refund of 50% of their subscription provided they have been member(s) for five (5) years and more, and have no outstanding loan(s).

(f) Membership of the Welfare shall automatically cease upon the 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 their employer to ensure deductions are remitted promptly.

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; and
 - viii. Elected Representatives.
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- i. The Chairperson, shall be the Head of Administration/ alternate in the Ministry of Environment and Forestry.
 - ii. The Vice- Chairperson shall be nominated by the Chief Conservator of Forest.
 - iii. The Secretary, shall be the Head of Human Resources Management &Development (HRM&D)/ alternate in the Ministry of Environment and Forestry.
 - iv. The Treasurer, shall be the Head of Accounting Division/ alternate in the Ministry of Environment and Forestry.
 - v. The Assistant Treasurer shall be nominated by the Treasurer.
 - vi. The Assistant Secretary shall be the Manager of the Welfare;

Note: The nominated office bearers who shall not be members at the time of nomination shall regularize their membership within a period of six (6) months; 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 6 (f) 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. Incase 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, 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 any such other duties as may be assigned by the Chairperson or the Committee.

(c) Secretary:

- i. The Secretary shall deal with all the correspondences of the Welfare under the general supervision of the Committee. In case 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 all the duties of the Secretary and such other duties as may be assigned to him/her 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's financial reports;
- v. Avail financial records for audit.

(f) Assistant Treasurer:

The Assistant Treasurer shall perform such duties as may be assigned by the Treasurer or by 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 and the Vice- Chairperson Secretary and Assistant Secretary, Treasurer and Assistant Treasurer, nominated Departmental representatives and elected representatives of the Ministries, Departments and Agencies (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 in a month.

10. Duties of the Management Committee:

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:

(a) 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.
- f.

(b) Members:

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: -

- i. Adoption of the Agenda;
- ii. Confirmation of the Minutes of the previous Annual General Meeting;
- iii. Matters Arising;
- iv. Consideration of the accounts and approval of the budget;
- v. Election of representatives from Ministries, Departmental and Agencies
Where necessary;
- vi. Appointment of Auditor(s) in accordance with Rule 14(a & b);
- vii. Such other matters as the Committee may decide on or to which a notice shall have been given in writing by a member or members to the Secretary at least by 31st December;
- viii. Any other Business with the approval of the Chairperson.

(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 a specific purpose by the Management Committee. Notice of such meetings shall be sent to members not less than 14 days before the date thereof and where practicable by SMS not less than 7 days before the date of a such meeting. The Notice for such a meeting shall be decided by a quorum as shown in Rule 15 a (iii) and no matters shall be discussed other than that stated in the Agenda.
- 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 request 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 request.

16. Procedure of 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 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. Amendment(s) of the Constitution:

Amendment (s) of the Constitution 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.

19. 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 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.

20. Acceptance:

We the undersigned office bearers of the Mazingira Welfare Association named herein do hereby accept and adopt this Constitution 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