

**KENYA PROFESSIONAL ASSOCIATION OF
WOMEN IN AGRICULTURE AND
ENVIRONMENT
(KEPAWAE)
P.O. BOX 238, 00606
NAIROBI**

**THE
AMENDED
CONSTITUTION
2014**

Formatted: Font: 26 pt

Formatted: Normal, Indent: Left: 7.62 cm, First line: 1.27 cm

Formatted: Normal

1. ARTICLE 1 TITLE

The name of the association shall be Kenya Professional Association of Women in Agriculture and Environment; hereafter referred to as the KEPAWAE or the Association.

2. ARTICLE 2 GOAL

To provide a forum for KEPAWAE members to coordinate activities pertaining to their respective professions and assist in the preparation of Kenyan women leaders in Agriculture and Environment by linking them with the woman farmer and supporting future generations of professional women.

3. ARTICLE 3 NATURES

The Association shall be non-profit making and non-political

4. ARTICLE 4 OBJECTIVES

- 4.1 To create a forum for professional women in Agriculture and Environment.
- 4.2 To develop leadership and management skills for women in Agriculture and Environment.
- 4.3 To promote visibility and actively support the advancement of professional women in Agriculture and Environment.
- 4.4 To build support and recognition for professional contribution and advancement of women in Agriculture and Environment among policy makers and senior managers.
- 4.5 To link with and promote socio-economic empowerment of the rural farmer and their recognition as a key factor in agricultural production and environmental conservation.
- 4.6 To encourage and support research on gender issues in agriculture and environment.
- 4.7 To develop gender disaggregated databases in areas of agriculture and environment to be used as a basis for influencing formulation of gender responsive policies.
- 4.8 To recommend and assist on the enactment of legislation, which in the opinion of the association, would be conducive to agricultural development and environmental conservation.

- 4.9 To promote environmental conservation and environmentally sound agricultural practices.
- 4.10 To develop links with organizations, both national and international, concerned with agriculture and environment.
- 4.11 To generate and disseminate agricultural and environmental information to members and other interested parties.
- 4.12 To promote support for needy child education and to encourage girls to take up science subjects as a foundation for a wider career choice.
- 4.13 To link the early career professionals in agriculture and environment with women who would act as mentors.
- 4.14 To organize, acquire, utilize, make, publish or prepare films, photographs, articles, publications, exhibitions, lectures, seminars or undertake any other activities aimed at instilling interest in agricultural development and environmental conservation.
- 4.15 To do all such other things as are incidental or conducive to the attainment of the objectives of the Association.

5. ARTICLE 5 MEMBERSHIP

There shall be the following categories of membership:

- a) Full
- b) Founder
- c) Life Member
- d) Student
- e) Honorary
- f) Corporate
- g) Fraternal
- h) Associate

5.1 Qualifications of Membership

Any Kenyan woman over 18 years of age possessing a recognized degree, diploma or certificate in Agriculture and Environment and allied disciplines, from recognized institutions shall be eligible for membership of the Association, subject to the approval of the Executive Committee. Provided that this clause shall not apply to item 5 ©,(d),(e), (f) and (h) above.

- 5.2 **Full Membership:** An individual qualifies on payment of a non-refundable registration fee of Kshs. 2400/= (two thousand four hundred only) effective from Year 2011 until further notice. An annual subscription fee will also apply with payment options as follows:
- Monthly salary check-off through employer at Shs. 200/= (five hundred only)
 - Quarterly payments through bank deposits or electronic mobile phone transfer at Shs. 600/= (one thousand five hundred only)
 - Full members who wish to convert to life members will pay Life membership fee of ksh. 5000/- and an annual subscription fee of Ksh.6000/-
- 5.3 **Founder Members:** The first 100 members to register became the founder members of the Association upon a one time payment of Kshs 5000/= (five thousand only). Effective Year 2014 and until further notice, it will be necessary for Founder Members to pay an annual subscription of Ksh 6000 or ksh. 500 monthly in support of the Association.
- 5.4 **Life Membership:** This shall be open to any woman upon payment of a one-time fee of Ksh. 10000/= (ten thousand only) effective 2014.. In addition, Life Members will support the Association by paying an annual subscription fee ksh. 6000 or monthly payments of Ksh 500/- with payment options as follows:

The following categories of membership shall not hold any executive office or have voting rights

- 5.5 **Student Membership:** Shall be open to any female student who is enrolled in relevant disciplines upon payment of membership registration fee of Kshs. 500/= (five hundred only) payable once as annual subscription fee and a monthly payment of Ksh 100/-
- 5.6 **Honorary Membership:** Honorary Membership shall be conferred from time to time through nominations of individuals or CEOs of Organizations that share common interests with KEPAWAE. Such nominations will be made to the Executive Committee by members. These members shall be entitled to attend and speak in all meetings of the Association. Such members are exempted from payment of all forms of membership or annual subscription fees
- 5.7 **Corporate Membership of Private Sector institutions:** This shall be opened to supporting organizations which subscribe to the policies and activities of the association and are willing to financially assist the association by one-off payment of corporate membership registration fee of Kshs 200,000/= (two hundred thousand only) and an annual subscription of Kshs 100,000/= (one hundred thousand only)
- 5.8 **Fraternal Membership:** Shall be open to professional farmers engaged full time in agribusiness who need services of KEPAWAE and whose activities span the full value chain (from production to marketing). They will register on one-off payment of Ksh. 20,000/= (twenty thousand only) and an annual subscription of Ksh, 10,000/= (ten thousand only).

- 5.9 Associate Membership: Shall be open to companies in the corporate sector that offer services to the environment and agriculture industry and who wish to publicize such to the public. Payment of fees will be as outlined in Article 5.7.
- 5.10 The Executive Committee, in its absolute discretion, may approve or reject any application for membership without giving reasons for so doing.
- 5.11 Any Executive Committee member may offer to resign from serving the association for stated reasons at any time by giving one-month notice in writing to the Secretary of the Executive Committee. A meeting of office bearers will be called to deliberate the request within 30 days of date of the notice and a feedback provided immediately on the decision of the Committee to accept or decline the resignation offer.
- 5.12 The Executive Committee may expel from membership any member who undermines the objectives of the Association I suggest a proper dispute resolution mechanism be put in place and institutionalize as expulsion is serious process and need to be discussed deeply. In addition, what constitutes different levels of disciplinary action? subject to ratification at the next general meeting of the Association by two thirds of the full members present.
- 5.13 Reminders of payment for subscription will be sent out to members twice in a year indicating the dues owed to the association. Any member who falls into arrears with her annual subscription for a period of two consecutive years shall automatically cease to be a member of the Association and her name shall be struck off the register of members and a notification issued to the Registrar of Societies thereof. The Executive Committee may, at its discretion, reinstate such a member on receiving a renewal application and payment of the total outstanding subscriptions.
- 5.14 No refund of registration fee or subscription fee shall be made to any person who for any reason ceases to be a member.

In general, we need to do a survey to find out if no one was paying at 200, how will 500 be? Just a reflection question not necessitating comments

6. ARTICLE 6 OFFICE BEARERS

The office bearers of the Association shall be:

- i) The Chairperson
- ii) The Vice Chairperson
- iii) The Secretary
- iv) The Assistant Secretary
- v) The Treasurer

- 6.1 All the above shall be fully paid-up members of the Association and shall be elected every two years at the Annual General Meeting.

- 6.2 All office bearers shall hold office from the date of election until the expiry of the 2 years, subject to the conditions contained in article 6.3 and 6.4 of this rule but shall be eligible for re-election once.
- 6.3 Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.
- 6.4 Office bearers may be removed from office in the same way as is laid down for the expulsion of members in article 5.10 and 5.11. Persons elected at the general meeting resolving the expulsion shall fill vacancies thus created.

7. ARTICLES 7 DUTIES OF OFFICE BEARERS

7.1 The Chairperson

- a) The Chairperson shall be the Chief Executive Officer of the Association and shall exercise general supervision over the interests and welfare of the members of the association.
- b) She shall preside over all meetings of the executive and at all general meetings.
- c) She shall endorse minutes of the Annual General Meetings and Executive Committee Meetings.
- d) She shall solicit funds and other assistance from relevant organizations.
- e) She shall initiate interaction with relevant organizations.
- f) She shall represent the Association at the private and official functions to which the Association is invited or delegate any member of the Executive Committee.
- g) She shall provide leadership in the development, implementation and evaluation of programmes of the Association.
- h) She shall approve all expenditures and contracts as a signing officer of the Association.
- i) Subject to the approval of the Executive Committee, as laid down by the financial guidelines, she shall perform such other duties as determined by the Executive Committee.

7.2 Vice Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in her absence. She will coordinate activities at Regional level together with such other duties as determined by the Executive Committee.

7.3 The Secretary

- a) Shall be answerable to the Chairperson and the Executive Committee.
- b) Shall handle all correspondence of the Association under the general supervision of the Executive Committee.
- c) Shall be responsible for the minutes of all Executive and General Meetings of the Association.
- d) Shall issue notices convening all meetings of the Executive committee and all General Meetings of the Association and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Association and the Executive Committee.

7.4 The Assistant Secretary

Shall perform any duty of the Secretary in her absence. She will receive, compile and circulate reports of quarterly meetings of the office bearers as well as Regional Committees and perform such other duties as shall be assigned to her by the Executive Committee

7.5 The Treasurer

- a) Shall be the custodian of all monies, bonds, notes, deeds, mortgages and other securities belonging to the Association and shall invest, as directed by the Executive Committee, all funds of the association held for investment.
- b) Shall receive and disburse money according to the laid down financial guidelines of the Association.
- c) Shall issue receipts for all monies received by the Association and preserve vouchers for all such monies.
- d) Shall keep proper books of accounts and make them available for inspection to relevant authority.
- e) Shall prepare and present an annual budget to the Executive Committee.
- f) Shall have signing authority together with the Chairperson and one other delegated member of the Executive Committee.
- g) Shall perform all such duties as are necessary for the efficient and effective financial management of the Association.

8. ARTICLE 8 THE EXECUTIVE COMMITTEE

8.1 The Executive Committee shall consist of all office bearers of the Association and the Chairperson of the Regional Committee overseeing each defined KEPAWAE Region (constituted of several counties of the Republic of Kenya as given in Annex 1 of this Constitution). Such Executive Committee Members shall hold office for two years.

8.2 The Executive Committee shall be the policy making body of the Association and shall be responsible for the management of the Association, for it shall give directions to the office bearers as to the manner in which, within the law, they shall perform their duties according to an 4-year strategic plan approved by members.

8.3 The Executive Committee shall appoint the following standing committees.

- a) The Programmes Committee
This shall oversee implementation the Strategic Plan in force and report on the activities of the Association to the Executive and General Meetings including registering and monitoring of all KEPAWAE projects. The Chairperson shall be a member of this Committee.
- b) The Financial Committee
Shall advise the Executive Committee on all matters of finance, investments and fund raising activities for approved projects. The Treasurer of the Association shall be a member of this committee.

- c) Editorial Committee
Shall assist the Executive Committee in maintaining a high professional level of the Association's publications and publicity. The Secretary shall be a member of this Committee.

8.4 Executive Committee shall be responsible for appointment of staff to take charge of the day-to-day running of the secretariat, as and when necessary. Let it remain as it was as appointment of staff is details and running of the secretariat goes beyond

9. ARTICLE 9 MEETINGS

- 9.1 There shall be Executive Committee meetings at least twice- four times a year. The Secretary in consultation with the Chairperson shall call such Executive Committee meetings. An annual work plan and budget will be proposed by the in the meeting preceding the AGM for input of members. Emergency Executive Meetings shall be called as and when necessary.
- 9.2 Office bearers and Regional Committees shall meet on quarterly basis to review progress of implementation of activities and programmes of the Association
- 9.3 There shall be an Annual General Meeting at least once every year. The Annual General Meeting shall be held not later than 30th November in any calendar year. Notice in writing of such annual general meeting, accompanied by the annual statement of accounts and the agenda for the meeting shall be communicated to all members not later than 21 days before the date of the meeting and in addition, where practicable, by press advertisement not less than 7 days before the date of the meeting.
- 9.4 The agenda for any Annual General Meeting shall consist of the following:-
 - a) Confirmation of the minutes of the previous Annual General Meeting
 - b) Chairperson's Report
 - c) Treasurer's Report
 - d) Election of office bearers and the Executive committee and the appointment of auditors when due.
 - e) Such other matters as the Executive Committee may decide as to which notice shall have been given in writing by a member or members of the Association at least four weeks before the date of the meeting.
 - f) Any other business with the approval of the Chairperson.
- 9.5 A Special General Meeting: May be called for a specific purpose by the Executive Committee. Notice for such a meeting shall be sent to all members not less than 14 days before the date of such a meeting.
- 9.6 Quorum for General Meeting: A quorum shall consist of at least one third of the active- difficult to ascertain members of the Association who have fulfilled their membership obligations and whose names appear on the current register as filed in annual returns with the Registrar of Societies.

10. ARTICLE 10 PROCEDURE AT MEETINGS

- 10.1 At all meetings of the Association, the Chairperson or in her absence, the Vice-Chairperson, or in the absence of both a member selected by the meeting shall take the chair.
- 10.2 The Chairperson at her discretion limit the number of persons permitted to speak in favour of, or against any motion.
- 10.3 Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairperson shall have a second or casting vote.
- 10.4 At elections, voting shall always be by secret ballot.

11. ARTICLE 11 TRUSTEES

- i) All land, buildings and other immovable property, and all investments and other securities which shall be acquired by the Association shall be in the names of not less than three trustees all of whom shall be members of the association and shall be appointed at an Annual General Meeting for a period of four years. (Such trustees shall be eligible for re-election for one more term of office). A General Meeting shall have power to remove any of these trustees and all vacancies occurring shall be filled at the same or next General Meeting.
- ii) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the Executive Committee which shall authorize expenditure of such monies as it deems fit.

12 ARTICLE 12 AUDITOR

- 12.1 The Annual General Meeting shall appoint an auditor for the following year. All Association's accounts, records and documents shall be open to inspection by the auditor at any time. The Treasurer shall produce an account of her receipts and payments and a statement of assets and liabilities made up to date that shall not be less than six weeks and not more than three months before the date of the Annual General Meeting. The auditor shall examine such annual accounts and statements and either certify that they are correct duly vouched and are in accordance with the law or report to the Association in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- 12.2 A copy of the auditor's report on the accounts and statements together with such accounts and statement shall be furnished to all members at the same time as the notice convening the Annual General Meeting.
- 12.3 An auditor may be paid such honorarium for his/her duties as may be resolved by the Annual General Meeting appointing her/him. No auditor shall be an office bearer or a member of the Executive Committee of the Association.

13. ARTICLE 13 FUNDS

- 13.1 The funds of the Association may only be used for those purposes as are conducive to and consistent with the objectives of the Association.
- 13.2 The Association may accept and receive donations.
- 13.3 All monies and funds shall be received by and paid to the Treasurer and shall be deposited by her in the name of the Association in any bank approved by the Executive Committee.
- 13.4 No payments shall be made out of the bank account without a resolution of the Executive Committee authorizing such payment. There shall be three signatories to KEPAWAE accounts, Chairperson, Treasurer and Secretary of the association who shall be appointed by the Executive Committee. Of the above three signatories, any two can sign the cheque.
- 13.5 The Treasurer for petty disbursements of which proper account shall be kept may keep a sum not exceeding a limit set by the Executive Committee.
- 13.6 The Executive Committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Association and shall have power to appoint another member in her place. Such suspensions shall be reported to the next General Meeting to decide what further action should be taken on the matter.
- 13.7 The financial year of the Association shall be from 1st July to 30th June.

14. ARTICLE 14 REGIONS

Regions of the Association may be formed with the approval of the Executive Committee and the Registrar of Societies and they will adopt the same constitution as that of the KEPAWAE headquarters with the following exceptions:

- a) The aims and objectives will not include the formation of regions.
- b) Amendments to the constitution can only be made by the headquarters of the Association in accordance with the provisions of Articles 15.1.
- c) The provisions of Article 16 shall apply to regions but, in addition, regions will not be dissolved without consultation with the headquarters.

15. ARTICLE 15 AMENDMENTS TO THE CONSTITUTION

- 15.1 Amendments to the constitution of the Association must be approved by at least two-thirds majority of members at a General Meeting of the Association. This cannot however, be implemented without prior written consent of the Registrar having been obtained upon written application and signed by three of the office bearers.

16. ARTICLE 16 DISSOLUTION

- 16.1 The Association shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two thirds of the registered members present.
- 16.2 If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further General Meeting, which shall be given to all members of the meeting. The quorum for this meeting shall be the number of member present. 2/3 of active members
- 16.3 Provided however that no dissolution shall be effected without prior permission in writing by the Registrar, obtained upon application to him, made in writing and signed by three of the office bearers.
- 16.4 When the Registrar has approved the dissolution of the Association, no further action shall be taken by the Executive Committee or any office bearer of the Association in connection with its aims other than to get in and liquidate all assets of the Association.
- 16.5 Subject to the payment of all the debts of the Association, the balance in cash thereof, shall be distributed to NGOs or institutions whose objectives are similar to those of the Association

17. ARTICLE 17 INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of accounts and all documents relating there to and a list of members of all the Association shall be available for all inspection at the registered office of the Association by any member of the Association on giving not less than seven day's notice in writing to the Association.

18 ARTICLE 18 BY-LAWS

By-laws to the Association's Constitution may be formulated.