

# CONSTITUTION

## 1. NAME

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The name of the Association shall be; **LINK ROAD RESIDENTS' ASSOCIATION** in this Constitution it shall be referred to as the Association.

## 2. OBJECTIVES

The Objectives of the Association are to enhance the lives of the community by recreating, improving and maintaining the environment within its operational boundaries (hereinafter referred to "area of operation"); by among others carrying out the following;

- (i) Liaising with and partnering with the Government, Law enforcement and other Security Agencies (e.g. through community policing initiatives) in monitoring, organizing, and maintaining security in the area.
- (ii) Liaising and partnering with Government, Local Authority and the Private Sector, to ensure proper upkeep and maintenance of the road infrastructure /others within the area of operation.
- (iii) Liaising and partnering with Government, Local Authority and the Private Sector, to ensure provision of adequate clean water supplies to members in the area of operation.
- (iv) Liaising and partnering with Government, Kenya Power and Lighting Company Limited to ensure the provision of adequate electrical power for domestic use and street lighting.
- (v) Liaising and partnering with the Government, Local Authority in ensuring the collection and disposal of, domestic refuse and environmental garbage, sewerage services.
- (vi) Organising communal transportation of members to and from designated points in the city and its environs, should the Association find this necessary.
- (vii) Carrying out practical and educational activities towards the improvement and maintenance of high environmental standards in the Association's area of operation.

(viii) Liaising and partnering with Government, Local Authority in the management, upkeep, and safeguarding of public utility land and any developments thereon, towards ensuring that the area of operation is developed in accordance with the long term wishes of the members.

(ix) Organizing and executing all such things that are, or may be, incidental or conducive to the attainment of the objectives of the Association.

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(x) Liaising with other Associations or organizations having similar objectives and purpose, for the better realization of their objectives.

(xi) The Association shall be non-political and non-racial.

### **3. MEMBERSHIP**

a) Any person (which expression unless otherwise stated in this constitution shall include a body corporate or public entity) being a resident, tenant, or property holder within the Association's area of operation, shall be eligible to apply to the Committee for registration as a member of the Association. The Association's area of operation shall be the delineated by the Committee under Article 4.

b) Membership is categorized into:

- i) Property holder – which expression means land owner
- ii) Corporate A – which expression means a commercial business entity with an annual turnover above Kenya shillings 500,000.00
- iii) Corporate B – which expression means small and medium sized commercial business entity with an annual turnover of less than Kenya Shillings 500,000.00
- iv) Institution – which expression includes schools and other public utility entities.
- v) Resident – which expression means a person (excluding a body corporate) residing within the Association's area of operation not being a property owner or tenant.
- vi) Tenant – which expression means a rent paying resident.

c) Every member {Property Holder, Resident, Tenant and Institution (iv)} shall pay a Joining Fee Kshs 500/= (paid once) and yearly subscription of Kshs. 2000/- not later than the due dates of the semi / annual invoices (15<sup>th</sup> day of June and 15<sup>th</sup> day of December). Members shall be at liberty to pay the total subscription in annual basis or on a half yearly basis from any month, provided that the half/full payment is received not later than 15<sup>th</sup> June and 15<sup>th</sup> December respectively, and provided that it is in advance.

d) Both Corporate A and Corporate B shall pay a Joining Fee of Kshs 1000/= (paid once) and yearly full subscription of Kshs. 10,000/- and Kshs. 5,000/- respectively not later than the due date of the Annual Invoice (15th day of December), and provided that it is paid in advance.

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e) Any member (not applicable to Institutions, Corporates) who is leaving the area of the Association, may, having given fourteen days notice of resignation to the Secretary in writing, be entitled to a refund of subscriptions paid in advance (applicable if paid in advance beyond 12 months, the current year shall not count) for the period following the members' resignation.

f) Any person who resigns from the Association for any other reason other than that mentioned in sub- paragraph 3e of this article, shall not be entitled to a refund of subscriptions or part thereof, or any monies contributed by the member at any time, or any apportionment of the assets of the Association.

g) Any member who falls into arrears with his/her subscription for more than 1 month after the semi- annual due dates shall be liable to such measures or penalties as the committee may deem fit.

h) Any person who ceases to reside within the Association's area set out in the schedule, shall be at liberty to support the objectives of the Association as long as the member obligations are honored.

i) Only fully paid up Members shall have voting rights, or have the right to hold office in the Committee of the Association.

j) A member may be removed from membership at the General Meeting upon a recommendation of the Executive Committee following the procedure set out in Article 14 of this Constitution.

#### **4. OFFICE BEARERS**

a) The Office Bearers of the Association shall be;

- (i) The Chairman,
- (ii) The Vice-Chairman,
- (iii) The Secretary,
- (iv) The Assistant Secretary,
- (v) The Treasurer,
- (vi) The Assistant Treasurer.

All of whom shall be fully paid up members of the Association and shall be elected at the Annual General Meeting to be held each year.

- b) All Office Bearers shall hold office from the date of election until the succeeding Annual General Meeting, subject to the conditions in sub-paragraphs (c), (d) and (e) of this article, but shall be eligible for re-election.
- c) No person shall hold the office of Chairman for more than five consecutive terms.
- d) Any Office Bearer who ceases to be a member of the Association shall automatically cease to be an Office Bearer thereof.
- e) Any Office Bearer may be removed from office, in a Special General Meeting convened as provide for in this Constitution and the vacancy thus created shall be filled by persons elected at the same General Meeting.

## **5. DUTIES OF OFFICE BEARERS**

- a) Chairman – The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Committee and all General Meetings.
- b) Vice-Chairman – The Vice-Chairman shall perform the duties of the Chairman in his/her absence.
- c) Secretary – The Secretary shall deal with all correspondence of the Association under the general supervision of the Committee. In cases of urgent matters where the Committee cannot be consulted, he shall then consult the Chairman, or failing him. The Vice – Chairman. The decision so reached shall be subject to ratification or otherwise at the next committee meeting. He shall issue notices convening all meetings of the Committee, all General Meetings of the Association and shall be responsible for keeping minutes, and the preservation of all the records of the proceedings of the Association and the Committee.
- 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 shall be assigned to him by the Secretary or the Committee whether the Secretary is present or not.
- e) Treasurer – The Treasurer shall receive and shall disburse, under the directions of the Committee, all monies of the Association. He shall issue receipt for all monies received by him, and preserve vouchers for all monies paid by him.
- f) The Treasure shall be responsible to the committee and to the members, and shall ensure proper books of accounts of all the monies received and paid by the Association are written up and available for inspection.
- g) Assistant Treasurer – The Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the Committee, and in the absence of the Treasurer shall perform the duties of the Treasurer.

## 6. THE COMMITTEE

- a) The Committee shall consist of a Membership of eleven (11) including the Chairman, Vice Chairman, Secretary, Treasurer of the Association, Zonal Representatives, Zone A (1), B(1), C(1) ( being not more than 3) and the Conveners / Chairman of the Association's thematic committees, as elected by the members, at the Annual General Meeting in each year. Such Committee members shall hold office until the following Annual General Meeting, and as provided for eligibility for re-election.
- b) The substantive thematic committees shall be four (4) including; Security, Environment, Infrastructure, Membership each with a Convener/Chairman and a minimum of three (3) Members.
- c) The Committee shall meet at such times and places as it resolves, but shall meet not less than once in any three months. This shall apply to the four substantive thematic committees.
- d) Any casual vacancies for members of the committee caused by death or resignation shall be filled/ selected/ co-opted by the Committee, until the next Annual General Meeting.

## 7. DUTIES OF THE COMMITTEE

- a) The Committee shall be responsible for the management of the Association and for that purpose, may give directions to the office Bearers as to the manner in which, within the Law, they shall perform their duties. The Committee shall have power to appoint specialized sub-committees as it may deem necessary, to realize the objectives of the Association.
- b) The Committee shall delineate the Association's area of operation. Provided that in delineating the area of operation the committee will be guided by proximity and common access to the public road classified as E15O7 located at Kikuyu. Notice of the area and any change thereto shall be given at the next general meeting following delineation.
- c) The Committee shall receive and consider applications for registration of members and either
  - i. Admit the applicant to membership, or
  - ii. Defer the application and request for additional information to be submitted by the applicant, or
  - iii. Reject the application.
- d) All monies disbursed on behalf of the Association, shall be authorized by the Committee, except as specified in article 12(d) of this Constitution.

- e) The quorum for meetings of the Committee shall be not less than  $\frac{1}{2}$  the members.
- f) Zone Leaders / Representatives shall assist to coordinate and promote the objectives of the Association within their Zone, as entrusted by the Committee.

## **8. GENERAL MEETINGS**

There shall be two (2) classes of General Meetings-

### **(A) Annual General Meetings**

- (i) The Annual General Meeting shall be held not later than 31<sup>st</sup> March in each year. Notice, in writing, of such Annual General Meeting, accompanied by the Annual Statement of Account, and the Agenda for the meeting, shall be sent to all members not less than twenty one days before the date of the meeting.
- (ii) The Agenda for the Annual General Meeting shall consist of the following;
  - 1. Confirmation of the Minutes of the Previous Annual General Meeting.
  - 2. Consideration of the Accounts.
  - 3. Election and / or Nomination of Office Bearers.
  - 4. Election of Zone Leaders / Thematic Committee members.
  - 5. Election and / Nomination of members of the Disciplinary Committee.
  - 6. Considerations of recommendations of the Committee and Disciplinary Committee.
  - 7. Appointment of Honorary Auditor.
  - 8. Such other matters as the Committee may decide or as to which notice shall have been given in writing by a member to the Secretary at least fourteen days before the date of the meeting.
  - 9. Any other business with the approval of the Chairman.

And,

### **(B) Special General Meetings**

- (i) A Special General Meeting may be called, for any specific purpose, by the Committee. Notice, in writing, of such meeting, shall be sent to all members not less than seven days before the date of the meeting.
- (ii) A Special General Meeting may also be requisitioned for a specific purpose, by order in writing, to the Secretary, by not less than one third of fully paid up members, and such meeting shall be held within fourteen days of the date of the requisition.
- (iii) The quorum for all General Meetings shall be not less than  $\frac{2}{3}$  of the paid up members.

## **9. PROCEDURE AT MEETINGS**

- a) At all meetings of the Association, the Chairman, or in his absence, the Vice-Chairman, or in the absence of both of these Officers, a member, selected by the meeting, shall take the Chair.
- b) The Chairman may at his discretion, limit the number of persons permitted to speak in favor of, or against any motion.
- c) Resolutions shall be decided by simple voting by show of hands. In the case of equality of votes, then the Chairman shall have a second casting vote.

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## **10. TRUSTEES**

- a) All land, buildings and other immovable property and all investments and securities, which shall be acquired by the Association, shall be vested in the names of not less than three Trustees. These Trustees who shall be members of the Association, shall be appointed at an Annual General Meeting for a period of three years. On retirement Trustees shall be eligible for re-election. A general Meeting shall have the power to remove any of the Trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next General Meeting.
- b) The Trustees shall pay all income received from property, which, in the opinion of the Trustees is necessary or desirable, shall be reported by the Trustees to the Committee, which shall authorize expenditure of such monies as it thinks fit.

## **11. HONORARY AUDITOR**

- a) An Auditor shall be appointed for the following year, by the members, at an Annual General Meeting. All the Association's accounts records and documents shall be opened to the inspection of the Auditor at any time. The Treasurer shall produce an account of receipts, payments and a statement of assets and liabilities made up to the last date of the accounting year, in this case being 31<sup>st</sup> December of every year. The Auditor shall examine such accounts and statements and either certify that they are correct, duly vouched and 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.
- b) A copy of the Auditor's Report on the accounts and statements, together with such accounts and statements, shall be furnished to all members at the time the notice convening the Annual General Meeting is sent out.
- c) No Auditor shall be an Office Bearer or member of the Committee of the Association.

## **12. FUNDS**

- a) The funds of the Association may be used only for the purposes of carrying out the objectives of the Association.
- b) All monies and funds shall be paid via the Association Mobile Till Number or directly to the Association Bank Account. In special circumstances, and as may be sanctioned by the Committee, Members may make payment to Zone Leaders / Representatives / or to the Treasurer, and shall be deposited by him in the name of the Association, in any bank or banks approved by the Committee.
- c) No payment shall be made out of the bank account without a resolution of the Committee authorizing such payment. All cheques on such bank account shall be signed by any two of the Treasurer, and the Chairman or the Secretary.
- d) A sum not exceeding Kshs. 20.000/= may be kept by the Treasurer for petty disbursements, for which proper accounts shall be kept.
- e) No sum above Kshs.50, 000/= shall be expended or committed to any one project by the Committee, without a resolution having being passed by members at a General Meeting.
- f) No monies over 20,000/= shall be spent or loaned for whatever purpose, without the approval of at least 75% of the Committee members at a committee meeting.
- g) The Committee shall have the power to suspend any Office Bearer, who it has reasonable cause to believe, is not properly accounting for any funds or property of the Association, and shall have the power to appoint another in his place. Such suspension shall be reported to a General Meeting to be convened on a date, not later than two months from the date of suspension. The General Meeting shall have full power to decide what further action should be taken on the matter.
- h) There shall be no borrowing of monies by the Committee or any member thereof, for whatever purpose, without a resolution having been passed by a General Meeting of the members Association.
- i) The Financial Year of the Association shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **13. MEMBERS NOT TO MAKE PROFIT OUT OF THE ASSOCIATION**

No member may under any circumstances, or in any manner, receive any profit, salary or emolument, by virtue of his being a member or committee member, from the funds or transactions of the Association. Any member who is directly or indirectly involved in any transaction, must disclose the nature of his interest, in writing to the Committee as soon as he is aware or may reasonably be aware of the transaction. Any member who fails to disclose his interest will be subject to disciplinary process for contravening the provisions of the Constitution.



## 14. DISPUTE RESOLUTION

Any dispute between members, or members and the Committee, or amongst the Committee, and/or the Association concerning the relation or interrelation of the Association's activities, powers and duties, or conduct of a member, shall be resolved in the following manner;

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The members shall at the General Meeting elect and /or nominate a sub -committee of three members, to be known as the Disciplinary Committee.

- a) The Disciplinary Committee shall on receipt of the complaint, consider its merit or demerits and, will give notice in writing, to the complainant and the member, office bearer, committee, to whom the complainant is directed, that it has been received. A copy of the complaint shall be given to the person to whom it is directed, requiring the complaint to be answered within a specified time.
- b) The Disciplinary Committee shall at all times observe the rules of natural justice. (i.e. no one shall be condemned without being heard unless they )
- c) The quorum for the meetings of the Disciplinary Committee shall be not less than two thirds of its members.
- d) The Disciplinary Committee shall consider the complaint and the response and shall have powers to do the following;
  - (i) To dismiss the complaint.
  - (ii) To recommend to the General Meeting the removal of a member from membership of the Association.
  - (iii) To recommend to the Committee to take such action as it deems fit in the circumstances of the case.
  - (iv) Where the Committee has contravened this Constitution, the Disciplinary Committee will require the committee to make amends, failing which the matter will be referred to the membership under article 8 of this Constitution.
  - (v) Where any member is dissatisfied with the decision of the Disciplinary Committee, the matter may be referred to a Special General Meeting.
  - (vi) The decisions of the Disciplinary Committee shall be by simple majority and will be in writing and signed by the committee members supporting it.

## **15. AMENDMENTS TO THE CONSTITUTION**

Amendments to the Constitution of the Association must be approved by at least two-thirds majority of fully paid up members at a General Meeting of the Association. No amendment shall take effect before prior consent of the Registrar.

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## **16. DISSOLUTION**

- a) 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 members present. The quorum at the meeting shall be as shown in article 8B (iii). If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further meeting, which shall be held one month later. Notice of the adjourned meeting shall be given to all members of the Association at least fourteen days before the date of the meeting. The quorum for that adjourned meeting shall be the number of members present.
- b) Provided however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the Office Bearers.
- c) When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the Committee or any Office Bearer of the Association in connection with the aims of the Association, other than to get in and liquidate for cash, all assets of the Association. Subject to the payment of all the debts of the Association, 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.

## **17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of Accounts and all documents relating thereto, and a list of members of the Association, shall be available for inspection at the registered office of the Association, and at all General Meetings to members of the Association, giving not less than seven days' notice in writing to the Association.

**END**