

CONSTITUTION: VIHIGA WOMEN IN BUSINESS 038 (VIWIB038)

1. NAME OF THE ASSOCIATION/ORGANISATION

Vihiga Women in Business (VIWIB038) herein referred to as the Association/ Organisation

2. NATURE OF ORGANISATION

The organisation shall be nonpolitical, and nonpartisan, nonprofit making.

3. OBJECTIVES OF THE ASSOCIATION/ORGANISATION

To consider and promote matters affecting the interests of the women in business operating in Vihiga County

To enhance participation of women in the affairs of the Kenya National Chamber of Commerce and Industry - Vihiga County as contained in the memorandum and act of Association KNCCI and as envisaged in the logo and uniform

- **To promote a strong network between members**
- **To encourage trade and information sharing between members through seminars and workshops with a view of raising women awareness in business management and funding opportunities from Government and donors**
- **To create a platform for women's voices and opportunities and develop women leaders that would serve in various capacities**
- **To recruit women in business from and within Vihiga County to the organisation and develop a register of women segmented into various business sectors and each member to provide information physical and postal addresses, name and business for record in the register.**
- **To organize social functions with a view of enabling members of the organisation , fellow members of KNCCI and other professionals to meet informally and improve mutual understanding of issues affecting business.**
- **To provide access to professional and personal development information through linkage to relevant professional trainers, advisers, and charitable organisation to various groups in business (BMO)s.**
- **To provide an avenue for the recognition of achievement of women in business**
- **To raise the conscious of giving to the community that sustains us all**
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4. CLASSES OF MEMBERSHIP

All classes of membership must support the objects, rules and code of ethics and fulfill membership criteria of the association as follows:

4.1 Ordinary Members

The number of ordinary members is unlimited and is open to any individual who owns or operates a business and any woman who is in Business whether NGO or private or public company in Vihiga County who shall be entitled to admission as a member of the organisation on application to the secretary on the standard admission form and on payment of a membership fee of Ksh5000/- nonrefundable; a monthly activity contribution of Ksh1900/-and annual fee of Ksh1000/ for renewal of membership.

4.2 Corporate Members

The number of corporate members is unlimited and is open to any business or organisation that is registered in Vihiga County. The corporate member can nominate a senior officer from their business/organization for election; the nominee is entitled to voting rights.

4.3 Honorary Member

The Committee may at their discretion grant to any VIWIB038 member an Honorary Membership at no cost to the member in recognition of their contributions to the Association and the Community. The number of honorary members is limited to the discretion of the executive committee. An honorary member is not eligible to be elected as the board of directors or to have voting rights but become advisory to the VIWIB038. First honorary member shall be the patron and thereafter it shall be upon the board to identify subsequent patrons from the honorary members list.

5. MEMBERSHIP

Membership is open to all business and professional women, and organizations who promote women's advancement in the business world and who accept the rules of the group.

5.1 Member Responsibilities:

- 1. All members have equal voting rights on issues important to them**
- 2. All members have the right to elections and elect others**
- 3. All members must participate in all areas that help for the development of the organization**
- 4. All members must volunteer in different committees and fundraising activities**
- 5. All members must engage in the organization matters**

5.2 Application for Membership

A person or organization wishing to become a member of the group must apply either in writing or online in the form decided upon by the executive committee.

5.3 Determination of Membership

To become a member of VIWIB038, it is preferred one must be a full member of the Kenya National chamber of commerce & Industry (KNCCI). On receipt of a new application and full payment of membership, the secretary will approve the application. If deemed necessary, the secretary will refer a new application to the executive to determine whether to approve or to reject the application. The committee need not supply reasons for accepting or rejecting an application for membership. If approved, the secretary must, as soon as practicable after that determination, notify the applicant of the decision.

6. WHEN MEMBERSHIP ENDS/LOSS OF MEMBERSHIP

A member may resign from the Association by giving a written notice of resignation to the secretary. The resignation takes effect on:

- (I) The day and at the time the notice is received by the secretary; or**
- (II) If a later date is stated in the notice - the later date.**

The withdrawal shall be notified to the Executive committee in writing and shall be deemed to take effect immediately such notification is received. Committee members shall be required to give one month notice in writing . No refund of subscriptions shall be made.

6.1 The Board may terminate a member's membership by a two third decision of a Special General Meeting where the attitude or action by the member is considered detrimental to the reputation or interest of the organisation or whose behavior casts discredit upon the organisation. No exclusion should be founded upon reasons of racial, religious, political, or marital nature.

- (I) A member is convicted of an indictable offence; or**
- (II) Does not comply with any of the provisions of this constitution; or**
- (IV) Has membership fees in arrears by six months.**

6.2 Why membership should be terminated

Before the Board terminates a member's membership, the board must give the member an opportunity to defend herself.

6.3 Written notice of decision to terminate membership

If, after considering all representations made by the member, the management team decides to terminate the membership, the management team must give the member a written notice of the decision. The termination takes effect on:

- (a) The day and time the member receives the notice; or**
- (b) If a member appeals termination of membership, the termination is to be suspended pending the outcome of the appeal.**

7. TRANSFER OF MEMBERSHIP

A VIWIB038 membership are individual and non-transferable except in case of corporate membership; when the member registered leaves the corporation, the management of this corporation can replace the one left the company by another existing member. A corporate membership is not individual, hence transferable.

8. REFUND OF MEMBERSHIP

A VIWIB038 does not provide refunds on membership fees but a refund will be done on the monthly subscription that has been contributed towards table banking and welfare at an agreed percentage rate by the executive.

9. COMMITTEES

The management of the organisation shall comprise of 11 – 15 elected members comprising of the Executive Committee and other members leading other core activities of the organisation

9.1 Executive Committee comprises of the Chairperson, the Vice Chairperson, the Secretary, the Vice secretary, Treasurer, Organizing Secretary.

9.2 Management Committee comprises of the members of the executive committee members representing PLWDs, Youth, and Legal advisor

9.3 General Committee comprises of all the members registered and participating actively in the group activities

DUTIES OF THE COMMITTEES

The executive committee

- a). It shall be the duty of the committee to coordinate and control the affairs of the organisation , regulate its membership and safeguard the interests of the members.**
- b). The committee shall have control over the funds of the organisation and shall defray all expenses there from**
- c).The committee shall have responsibility of ensuring that the members adhere to the rules of the organisation**
- d). In the event of any matter or question arising which is to be covered wholly or in part by the rules of the organisation for the time being in force, then the chairperson after due deliberation with other committee members shall convene a special general meeting during which they shall submit their proposal for ratification.**
- e). The committee shall have the power to appoint scope of standing/ sub committees which are advisory and their actions must be sanctioned by the executive committee which is held responsible by the members. The chairperson of the subcommittee may be a member of the executive committee and can give reports during the meeting. If not a member of the executive then will be invited to give a report and leave as soon as the business is over.**
- f).The executive Committee to meet as frequently as need arises.**

The Management Committee

Shall meet to deliberate on issues raised by the executive committee.

Shall meet to plan the Annual General Meeting

Shall oversee the ordinary general meeting

The association must have its affairs controlled and managed by the office bearers, also known as the Executive Committee/Board Members who must act in accordance with any resolution passed at a general meeting.

(I) Has the general control and management of the administration of the affairs, property and funds of the association.

(II) Has authority to interpret the meaning of the constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

(III) This Committee can enable certain decisions to be taken efficiently. It is mandated to take decisions that are deemed emergency and can't wait. This committee can take the lead in initiating ideas/ concepts, presenting to the members to get feedback and to move into action. This Committee has the responsibility to report back to the members, on financial and other issues. The Committee members meet as often as required.

(IV) Shall not receive any remuneration or other material benefit by reason of their position in the association.

10. OFFICE BEARERS

The office bearers are; the chairperson (automatically elected women representative director chamber 038), and VIWIB038 members elected; vice chairperson, Secretary, vice secretary, Treasurer, organizing secretary, vice organizing secretary. VIWIB038 shall also include the minority representatives and people with specialization with no voting powers and in non-elective positions for the benefits of its. . The executive members shall thereafter form sub committees to carry out the duties of the association as advised by the executive. The chairlady shall automatically be an ex-official with no voting powers in all the sub committees excluding the supervisory committee. These sub committees shall include;

- 1. Finance and entrepreneur chaired by the treasurer**
- 2. Education committee chaired by the vice chair**
- 3. Events committee chaired by the organizing secretary**
- 4. Supervisory committee which shall be elected by members and none shall be drawn from the executive committee.**
- 5. Welfare to be chaired by a member nominated at the general meeting and not a member of executive.**

10.1 DUTIES OF THE OFFICE BEARERS

The chairlady (or in the chairlady's absence The Vice chair) acts as Chairperson at each meeting and committee meeting of the group.

The chairlady has a responsibility to present and get approved of the strategies that are set by the executive committee to the Annual General Meeting, and acts as a Public Relations for the organization and is legally responsible for all the organization's activities.

The chair is an ex official to all committees, and responsible for furthering the cause of the organisation, call, chair and control meetings.

The chair has the casting vote so as to create an open situation so that the matter can be revisited at subsequent meetings.

The chair works with the secretary since the two offices are complementary and nor interchangeable; the chair has a final decision in on matters affecting the work of the organisation.

The chair is a signatory to the accounts of the organisation.

10.2 THE Secretary is the hub from which the various activities radiate and should be ready to offer selfless services based on interest of the members.

The secretary shall ensure that records of the business of the group including the rules, registers of members and office bearers, minutes of all board and committee meetings and a file of correspondence are kept. These records must be kept available for inspection by any member and are held in the custody of the Secretary. On relinquishing office the Secretary shall hand over records, minutes, any other pertinent information of the association, etc. to the incoming Secretary.

The secretary shall work closely with the chair be organizational and methodological and work in consultation with the chair.

The secretary shall write all the minutes at all meetings where the business of the organisation are discussed to bring out that condensed record of what transpired and all the important facts and ultimate decisions and resolutions arrived at.

The secretary shall write annual reports, the history of the work done by the organisation for presentation at the Annual General Meeting

The secretary is a signatory to the accounts of the organisation

10.3 The Treasurer must ensure that all money received is paid into an account in the group's name.

The treasurer shall receive/ collect subscriptions make payments a petty cash system, soft cash or by a cheque signed by three signatories authorized by the Executive Committee. The two main signatories are the chair and the Treasurer, and in the absence of one of the main signatories, the secretary must be the third signatory.

Treasurer must ensure that books and accounts are kept showing correctly the financial affairs of the group and present all records for audit/ supervisory purposes. These records must be held in the custody of the Treasurer and be made available for inspection by any member.

The Treasurer shall hand over all records to the incoming Treasurer on relinquishing office.

The treasurer shall inform the members of the financial position of the organisation by tabling statements of account showing balance on hand, debts and liabilities

The treasurer shall keep proper transactions of all financial businesses, with book keeping having receipt books with carbon copies, cash box, box file for financial correspondences, file for payment vouchers with supporting documents and authentic receipts, cheque books files of all bank account transactions

The treasurer shall issue receipts for all subscriptions and have lists and names of all subscribers of all donations and membership.

The treasurer prepare balance sheets every three months / six months/annually

The treasurer shall chair meetings of the finance committee appointed by the Executive committee to oversee matters on mobilizing resources and money for the organisation

The treasurer is a signatory to the accounts of the organisation

11. ELECTION OF MEMBERS TO THE EXECUTIVE COMMITTEE

At the end of KNCCI term of director women representative elect (the chairlady) the rest of the executive Committee Members shall automatically seek new mandate to the office be elected by the General membership.

The election will be held every three years rotational to allow for a third of the executive members to remain for continuity with an acting chair awaiting to be chosen amongst themselves.

Committee members are eligible for reelection but will not serve for more than two terms

12. Term of office

The executive office shall align with KNCCI director women representative term. As her period expires so does the office bearers term shall end.

13. MEETINGS

THE Executive Committee as frequently as need arises

The Management Committee shall meet at least four times a year at such a time and places as its members shall determine and at such meetings six members shall form quorum.

The Annual General Meeting AGM shall be held not later than 30th June in each year. Written notice of the AGM accompanied by the annual audited accounts and the agenda of the meeting shall be sent to all the members not less than 21 days before the date of the meeting. The purpose is to receive reports, transact routine business of the year and hold elections if that is the election period.

A Special General Meeting may be called for a specific purpose by the committee. A written notice of such meeting shall be sent to members not less than 14 days before the date thereof. No matter shall be discussed other than that stated in the requisition

Ordinary General Meeting held each month to carry out routinely activities of the organisation. At all meetings of the organisation the chair or in her absence the Vice chair

shall preside or in the absence of both chair and vice chair a chair shall be elected from among the members present for the duration of the meeting.

At any annual General meeting or Special General Meeting of the organisation a resolution put to the vote shall be decided on a show of hands unless a poll is demanded by at least one third of those present in person or by proxy and are eligible to vote.

If a poll is duly demanded it shall be taken in such a manner as the chair shall direct and the result of the poll shall be deemed to be for the resolution of that particular meeting.

The chair shall have the casting vote.

14. FINANCE

The organisation's revenue shall be derived from members subscription, donations, fundraising activities, membership fee, table banking activity, trade fairs and exhibitions, proposals and concept notes annual work plan budgets approved by governments

All monies received shall be banked into the organisation account in the banks in Kenya approved by the committee.

All the cheques shall be signed by the treasurer and the Chair; in the absence of one of them then then the secretary becomes the third signatory

The funds of the organisation may only be used to finance activities of the organisation and to promote the objectives laid down in the constitution.

The treasurer shall maintain a petty cash float whose amount shall be determined by the Management committee from time to time as deemed necessary.

Should the committee have reasonable cause to believe that any member is not properly accounting for the organisation's funds the committee may suspend that member and appoint another committee member in her place. Such suspension shall be reported to a Special General Committee to be convened on a date not later than three months from the date of such suspension. The Special General Committee shall have the full power to decide on any further action to be taken.

The financial year of the organisation shall be from 1st January to 30th December each year. No member shall be compensated for services rendered to the organisation and no member shall bind or obligate the organisation or any member of the organisation on any matters outside the affairs of the organisation and in respect of the organisation affairs they shall only enter into agreement on authority of a resolution properly passed by the members.

10.2 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF EXECUTIVE COMMITTEE MEMBER

A member of the executive may resign from the board by giving written notice of resignation to the chairlady. The resignation takes effect at the time the notice is received by the chairlady or as per the date stated in the notice.

10.3 If resignation of officers or committee member/s is received during the year, the Committee shall have the authority to appoint new personnel to the vacant position/s.

10.4 Any board member not honoring the responsibility per board member's responsibility manual misses an executive committee meeting three consecutive time without any valid reason or losses KNCCI membership will be asked to resign, and if not cooperative the board will have the right to remove the member by voting with a pass by simple majority.

11. FUNCTIONS OF THE EXECUTIVE COMMITTEE

12. APPOINTMENT OF SUB-COMMITTEE

The executive/board may appoint a committee consisting of members of the association considered appropriate by the board to help with the conduct of the associations operations. A committee may elect a Chairperson of its meetings except for the supervisory committee.

13. PROCEEDINGS OF MEETINGS

The executive/Board will conduct its proceedings as it considers appropriate and:

- (i) Must meet as often as necessary to conduct the business of the group
- (ii) Must decide how a meeting is to be called
- (iii) The chairlady is to preside over the management meetings

(iv) Voting to be as per item

14. ANNUAL GENERAL MEETING

Each subsequent AGM must be held at least once each year and within one month after the end date of the association's reportable financial year.

15.1 BUSINESS TO BE CONDUCTED AT AGM

Office to preside at the AGM: Chairperson, and Secretary elected at the GA

(i) The Treasurer to prepare a financial statement for the last reportable financial year audited by an external auditor and presents it at the AGM for adoption

(ii) Confirmation of the minutes of the last AGM

(iii) Election of members to the Executive Committee/board

(iv) Quorum is at least one third emergency meeting can be called by simple majority of the members

15.2 After the AGM

Within 1 month after the financial documents are presented to the association's annual general meeting, the following must be filed with The Office of Charities Agency:

(a) Application to register any amendments to the constitution

(b) Application to register any changes to office bearers

(c) Send a copy of the financial statement for the reportable financial year as adopted at the AGA, signed and dated by the president or treasurer of the association together with the fee prescribed under the regulation.

16. FINANCE

16.1 Financial Year

The financial year of the group shall begin on the 1st of January and ends on 31st December in each year and the accounts shall be audited and submitted to the board

16.2 Financial Institution

Financial institution is decided by the executive committee. All amounts must be deposited in the financial institution account as soon as practicable after receipt.

16.3 Payments by the Association

All expenditure must be approved or ratified at a executive committee meeting and all checks must be crossed "not negotiable". A payment by the association of Kshs.100, 000 or more must be made by check or electronic funds transfer. The chairlady and the Treasurer or the Secretary

16.4 Petty Cash

A petty cash register must be kept on the imp rest system, and the management committee must decide the amount of petty cash to be kept in the account beneficial to the association.

16.5 Financial Reporting

The finance and entrepreneur subcommittee revises the activities of financial transaction every month and report to the executive committee board who revises every three months. On behalf of the board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared and presented at the AGM for adoption. The financial report is to be given representing income and expenses for the reported month, reporting on the current bank balance of the association and any accounts due or unpaid.

17. WIND UP OF ASSOCIATION

If the association is dissolved, all the debt must first be paid then any asset must be given to custody of KNCCI, VIHIGA chapter for further resolutions till the formation/ agreement in VIWIB038 then it shall be mandated hand back the assets.

18. THE LEGALITY OF THE CONSTITUTION

This constitution is deemed legal upon the confirmation of the office of social services.

19.ACCEPTANCE

We, the executive of VIWIB038 named herein do hereby accept and adopt these by-laws for and on behalf of VIWIB038 members together with any changes or alterations that have been initiated or signed by us.

EXECUTIVE COMMITTEE

NAME	DESIGNATION	ID. NO	SIGN
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**I certify that the foregoing By-laws of VIWIB038 have been by me and duly registered
GIVEN UNDER MY HAND THIS..... DAY OF**