

# **CONSTITUTION FOR GARDEN AND RIDGEWAYS RESIDENTS ASSOCIATION (GARRA)**

## **a) Name**

The name of the association shall be;

**GARDEN AND RIDGEWAYS RESIDENTS ASSOCIATION**

In the Constitution it shall be referred to as the Association.

## **b) 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 as set out in the map and schedule annexed hereto; by among others, carrying out the following;

- (i) Liaising with and assisting the government, law enforcement officers and other security agencies in monitoring, organizing and maintaining security within the area.
- (ii) Liaising with and assisting the government, Nairobi City Council and the private sector, in the proper upkeep and maintenance of the road infrastructure within the area.
- (iii) Liaising with and assisting the government, Nairobi City Council and the private sector, in provision of adequate clean water supplies to members in the area
- (iv) Liaising with and assisting Kenya power and lighting co.ltd. in the provision of adequate electrical power for domestic use and street lighting
- (v) Liaising with and assisting Nairobi City Council in the collection and disposal of, domestic refuse and environmental garbage
- (vi) Organizing communal transport 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 environment standards in the Association's area of jurisdiction.

- (viii) Liaising with and assisting the Government and local Authority in the management, upkeep, and safe guarding of public utility land and any other development thereon, towards ensuring that the area is developed in accordance with the long term wishes of its members.
- (ix) Organizing and executing all such things those are, or may be incidental or conducive to the attainment of the objectives of the Association.
- (x) Liaising with other Associations or organizing having similar objectives and purpose, for the better realization of their objectives.
- (xi) The Association shall be non-political, on-racial and non secular.

## **1. MEMBERSHIP**

a) Any household (which expression shall include body corporate) being a resident, tenant, or landlord within the Association's area as set out in the schedule hereto, shall be considered a member of the Association.

Every member shall pay a monthly subscription set by the committee and approved by the membership at a general meeting, not later than 15<sup>th</sup> day of every month. Members shall be at liberty to pay subscriptions on a quarterly, half yearly or annual basis, from any month, provided that it is in advance.

b) Any member who is leaving the area of the Association, may, having given fourteen days written notice of resignation to the secretary, be entitled to a refund of subscriptions paid in advance for full months.

c) Any person who resigns from the Association for any other reason than that mentioned in (1b), shall not be entitled to a refund of subscriptions or part thereof or any monies contributed by him at any time, or any apportionment of the assets of the Association.

d) Any person who falls into arrears with his/her subscription for more than six months shall be liable to such measures or penalties as the committee may deem fit.

e) Any person who ceases to reside within the Association's area set out in the schedule shall cease to be a member of the Association.

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

## **2. 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 1 sub-paragraphs (c),(d) and (e) of this rule. But shall be eligible for re-election.

c) No person shall hold the office of Chairman for more than two 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 provided for in this Constitution and the vacancy thus created shall be filled by persons elected at the same General Meeting.

### **3. 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 absence.

c) Secretary-The Secretary shall deal with all the correspondence of the Association under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, he /she 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 Meeting of the Association and shall be responsible for keeping minutes of all such meetings, and for the preservation of all he 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 disburse, 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) Shall be responsible to the Committee and to the members, and shall ensure that proper books of accounts of all 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 the duties of Treasurer.

#### **4. THE COMMITTEE**

- a) The Committee shall consist of all the Office Bearers of the Association, and the Zone Leaders, as elected by the members of their zone, at the annual general meeting in each year. Such Committee members shall hold office until the following Annual General Meeting. The Committee shall meet at such times and places as it resolves, but shall meet not less than once in any three months.
- b) 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.

#### **5. DUTIES OF THE COMMITTEE**

- a) The Committee shall be responsible for the management of Association and for that purpose, may give direction 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-committee as it may deem necessary, to realize the objectives of the Association.
- b) All monies disbursed on behalf of the Association, shall be authorized by the Committee, except as specified in rule 10d
- c) The quorum for meetings of the Committee shall be not less than ten members.
- d) Zone Leaders shall coordinate and promote the objectives of the Association within their zone, as entrusted by the Committee.

## **6. GENERAL MEETING**

There shall be two classes of General Meetings-

### **(A) ANNUAL GENERAL MEETING**

(i) The annual General Meeting shall be held not later than 30<sup>th</sup> June 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. Considering of the Accounts.

3. Election and /or Nomination of Office Bearers

4. Election of zone leaders /Committee

5. Election and /or Nomination of members of the Disciplinary Committee

6. Appointment of Honorary Auditor

7. 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 seven days before the date of the meeting.

- 8) Any other business with the approval of the Chairman

### **(B) Special general meetings**

(i) A special General Meeting may be called, for any specific purpose by the Committee.

Notice, in writing such 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 paid up members, and such meeting shall be held within fourteen days of the date of the requisition.

(iii) The quorum for all General Meeting shall be not less than 30% of the paid up members.

(v) In the event of a lack of quorum on the holding of a General meeting, the meeting should be adjourned to a date not later than one month of the date announced of the general meeting and a second meeting is to be held. In the event that quorum shall not be achieved at the second date of such meeting, then the meeting shall proceed with the members present irrespective of quorum, any decision made at such shall be binding upon all the membership.

## **7. 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 favour of or against any motion.
- c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, then the Chairman shall have a second or casting vote.
- d). In the event that a paid up member be unable to attend such meeting, they may give a proxy vote to another paid up member or to the Chairman of the association to hold. No paid up member shall hold more than 5 proxy votes with the Chairperson not being so restricted, each household is entitled to one proxy vote. Proxy votes are to count toward quorum at a general meeting. All proxies are to be registered with the secretary prior to the commencement of the meeting.

## **8. TRUSTEES**

- a) All land, buildings and other immovable property and all investment 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.

## **9. HONORARY AUDITOR**

a) An Auditor shall be appointed for the following year, by the members, at an Annual General Meeting. All the Association's account records and documents shall be opened to the inspection of the auditor at any time, The Treasurer shall produce an account of receipts, payment and a statement of assets and liabilities made up to the lat date of the accounting year, in this case being 31<sup>st</sup> December of every year.

Such accounts must be available to the Auditor thirty days after the end of the accounting 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 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.

## **10. FUNDS**

a) The funds of the Association may be used only for the purpose of carrying out the objectives of the association.

b) All monies and funds shall be received by zone leaders and/or paid 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 of the treasurer, and the Chairman or the secretary.

d) A sum not exceeding ksh 20,000/- may be kept by the Treasure for petty disbursements, for which proper accounts should 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 been passed by members at a General Meeting.

F) No monies over Kshs 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 of the Association.

i) The Financial year of the Association shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **11. 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 reasonable be subject to disciplinary process for contravening the provisions of the constitution.

## **12. DISPUTE RESOLUTION**

Any dispute between members, the Committee and/or the Association concerning the relation or interrelation of the Association's activities, power and duties shall be resolved in the following manner.

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

- a) The Committee shall on receipt of the complaint, consider its merits or demerits and, will give a notice in writing, to the complainant and the committee to whom the complainant is directed, that it has been received. copy of the complaint shall be given to the person to whom it is directed, requiring the complaint to be answered within a specific time
- b) The Committee shall at all times observe the rules of natural justice.(i.e. one shall be condemned without being heard)
- c) The quorum for the meetings of the Committee shall be not less than two –thirds of its members.



- d) The 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 Association Committee to take such action as it deems fit in the circumstances of the case.
  - (iii) 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 a special General Meeting.
  - (iv) The decisions of the Disciplinary Committee shall be by simple majority and will be in writing and signed by the committee members supporting it.

### **13. 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.

### **14. DISSOLUTION**

- a) The Association shall not be dissolved except by a resolution passed at a general meeting of the members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 6b (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.
- (vii) Provided however, that no dissolution shall be affected without prior permission in writing of the registrar, obtained upon application to him made in writing and signed by three of the Office Bearers.
- (viii) When the dissolution of the Association has been approved by the registrar, no 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 meeting, at which the resolution for dissolution is passed.

## **15. INSPECTION OF ACCOUNTS AND A 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 all General Meeting; to members of the Association giving not less than seven days notice in writing.