

# CONSTITUTION

of

## THAMANA (SHG) WELFARE ASSOCIATION

***DRAWN BY:***

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# CONSTITUTION OF THAMANA SELF HELP GROUP (SHG) WELFARE ASSOCIATION

## ARTICLE 1: NAME,

The name of the association shall be Thamana **Self Help Group** (SHG) Welfare Association

## ARTICLE 2: THE REGISTERED OFFICE

The registered office and the domicile of the Association will be at CBK Pensions House , and the postal address will be c/o Post Office Box 60000-00200, Nairobi, or at any other place that the Association may determine pursuant to this Constitution.

## ARTICLE 3: DEFINITION AND INTERPRETATION

In this Constitution, unless the context requires otherwise-

“AGM” means the Annual General Meeting of the members of the Association convened once a year in accordance with this Constitution.

“Association” means Thamana SHG Welfare Association. “EXCO or EC” refers to the Executive Committee and the successors of the Executive Committee of the Association.

“Constitution” means this instrument in writing duly registered with the relevant authority “Forum” refers to THAMANA SHG Welfare Association. “Member” refers to any person who, having met the criteria for membership, has duly paid the membership fees and the current annual subscriptions of the Association. “Membership” means the collective name for the institutions and individuals who for the time being are in the register and subscribe to the objectives of the Association

“Objects” refer to the objectives and purpose of the association as described in Article 4 and Article 5 of this constitution.

“Person” means a natural person, a legal person, a company, an association or any other body of persons whether incorporated or unincorporated.

“SGM” means Special General Meeting convened pursuant to Article 18.5 to conduct business which would otherwise be conducted by the AGM.

“Words or expressions in this document referring to, or implying the masculine gender, shall include the feminine gender, and words in the singular shall include plural, and vice versa”

## ARTICLE 4: MAIN PURPOSE

The main purpose for which the Association is established is to provide financial, social and moral support to the members in the manner provided under this constitution.

## **ARTICLE 5. THE SPECIFIC OBJECTIVES**

The principal objects of the Association shall be:

5.1 To initiate contributions from subscribing members and to establish a welfare trustfund and to manage the fund pursuant to this constitution and any other relevant law.

5.2 To draw from the fund in the manner provided under this constitution for purposes of assisting members who are bereaved or for any other purpose authorized by members.

5.3 To establish appropriate structures within the membership with the sole purpose of strengthening social networks of the membership.

5.4 To generate or enable the generation of information in order to empower the membership to make prudent decisions in the conduct of the activities of the Association.

5.5 To develop or arrange for participatory information dissemination seminars.

5.6 To facilitate the Association to identify and engage health service providers/systems with the intention of making health seeking affordable and accessible to members.

5.7 To provide a forum for interaction of the members of the Association, to promote sharing of information and to provide any other related support to the members.

5.8 To agitate for the sustainability and improvement of pension benefits and policies.

5.9 To develop a database and foster linkages with organizations beneficial to the membership.

5.10 To invest the trust funds of the Association not immediately required in any one or more of the modes of investment allowed under the Trustee Act.

## **ARTICLE 6: CORE VALUES**

The core values of the Association are honesty, truthfulness and respect, human dignity, equity, social justice, inclusiveness, equality, non-discrimination, good governance, integrity, transparency and accountability.

## **ARTICLE 7: MEMBERSHIP AND MEMBERSHIP FEES**

7.1 Membership will be open to any retired employee of the Central Bank of Kenya upon application in accordance with the rules of the Association and payment of the prescribed fees.

7.2 A membership fee agreed upon by members in a properly constituted AGM shall be applicable. The amount is none refundable and payable once or in two equal consecutive instalments from the date of application.

#### **ARTICLE 8: MONTHLY CONTRIBUTIONS**

Every member shall make a monthly contribution as agreed by members in a properly constituted AGM. Before any member can qualify for any benefit he or she shall have been an active member for six consecutive months. No new member shall be allowed to pay a lump sum in lieu of the six months waiting period.

#### **ARTICLE 9: MODE OF CONTRIBUTION**

A member may make payment to the Association in any of the following ways:

- 9.1 Direct deposit to Association's Bank Account
- 9.2 Mobile money e.g. pay bill number, etc.
- 9.3 Check-off System through Pensions Secretariat Payroll
- 9.4 Bank standing order.

#### **ARTICLE 10: CUSTODY OF ASSOCIATION'S FUND**

##### **10.1. Bank account**

The Association shall open a Bank Account with a licensed first tier Kenyan Bank.

##### **10.2 Money Transfer Service**

The Association may apply for a mobile money transfer service from a reliable LocalService Provider.

#### **ARTICLE 11: BENEFITS**

Any member who qualifies under Article 8 herein shall be entitled to the following bereavement and other benefits upon application and production of the relevant supporting documents:

**11.1 Bereavements** –There will be bereavement benefits agreed upon by members in a properly constituted AGM from the welfare fund or from a last respect insurance cover.

**11.2 Other benefits:** The Association may engage in other psycho-social activities for the benefit of registered members only subject to adoption of a proposal in a properly constituted AGM

## ARTICLE 12: REGISTRATION OF BENEFICIARIES AND MEMBERS DATA

Every member shall, at the time of application and registration for membership, provide their ID copy and CBK service certificate, or proof of service and the following documents in respect of the member's beneficiaries for Administrative and Technological purposes

<b>Person</b>	<b>Document</b>
i. Spouse	Marriage certificate or sworn affidavit
ii. Child	ID and Birth or Adoption certificate
iii. Parents	Copies of ID
iv. Parent in law	Copies of ID

## ARTICLE 13: CONDITIONS OF PAYMENT

Any eligible claims must meet the following criteria to be honored:

13.1 Completion six months waiting period.

13.2 Updated membership subscriptions preceding month of the claim without default

13.3 Proof of death vide certificate or burial permit of the deceased

13.4 Existing registered beneficiaries as provided for in article 12 above

## ARTICLE 14: MULTIPLE CLAIMS

In the event that there is more than one claim for the death of any person under Articles 11, only the highest between the claims will be payable by the Association. Multiple claims may, however, be honoured if the Self-Help Group has an arrangement with an Insurance Company, in line with Clause 11.1, herein, and if the arrangement with the Insurance Company has such a provision, subject to a maximum specified amount.

## ARTICLE 15 TERMINATION OF MEMBERSHIP

Membership may terminate in any of the following ways:

### 15.1 Resignation

Any member desiring to resign from the Association shall submit a notice of resignation to the EC upon which his/her membership shall cease on receipt of such notice by the Secretary and subsequent approval by EC.

### 15.2 Suspension and Expulsion

The EC shall have the power to suspend a member from his membership until the next general meeting.

Any member may be expelled from membership if the EC recommends and if the general meeting

resolves to uphold the expulsion by a simple majority of the members present on the grounds that the conduct of the member has adversely affected the reputation or the dignity of the Association or has breached any of the core values of the Association or contravened any of the Rules made under this Constitution.

A member whose expulsion is proposed by the Executive Committee shall have the right to address the general meeting at which the expulsion of themember is to be considered.

### **15.3 Participation and Readmission**

A member who resigns or is expelled shall henceforth cease participating in the activities ofthe Association. Such a member may be readmitted as a member on application in the manner provided under Article 7.

### **15.4 Non-payment of monthly contributions**

A member who falls into arrears with monthly contributions for more than six months shall automatically cease to be a member of the Association and the name of such member shall

be struck off the register of members. The EC may, however, at its sole discretion, reinstatesuch member on payment of the total amount of subscriptions outstanding upon a compelling proof on the delay of the subscriptions.

## **ARTICLE 16: REFUND ON TERMINATION**

16.1. Any person who resigns or is expelled from the Association shall be entitled to a refund of 75% of his/her total monthly contributions less any prorated administrative expenses and welfare commitments up to the date of exit or any other amount that may be determined by the members in a general meeting. PROVIDED always that a member who will have lodged a claim and who will have been paid any benefits under this Constitution shall not be entitled to any refund.

## **ARTICLE 17: SOURCE AND APPLICATION OF FUNDS**

17.1 The association shall source its funds from:

17.1.1 Fees paid by members;

17.1.2 Contribution of members;

17.1.3 Investment **income**

17.1.4 Donations in kind from any organization or body and;

17.1.5 Fundraisings.

17.2 The funds of the Association may only be used for the following purposes: -

17.2.1 Day to day running activities of the Association.

17.2.2 To meet the objectives of the Association.

- 17.3 All moneys and funds shall be received by the Treasurer and shall be deposited in the name of the Welfare in any bank or banks approved by the EC.
- 17.4 No payments shall be made out of the bank account without a resolution of the EC authorizing such payment and all cheques on such bank account shall be signed by the Treasurer, and either Chairperson or Secretary, or any other Signatory, who shall be office bearers/committee members of the Association appointed by the Members in an AGM.
- 17.5 The EC may consider and invest any excess funds in low risk investments options and table the investment for ratification by Members at a general meeting.

17.6 The EC 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 person 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 such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.

17.7 The financial year of the Association shall be from 1st January to 31st December.

## **ARTICLE 18: GOVERNANCE STRUCTURE**

The Association will be governed by the following organs:

### **18.1 THE ANNUAL GENERAL MEETING (AGM)**

The AGM is the highest decision making organ of the Association. All decisions of the EC are subject to ratification by the AGM unless such a decision shall have been made in accordance with delegated powers and procedures prescribed and authorized by the AGM. The AGM is responsible, without limitation, for the following matters:

- 18.1.1 Approval of the budget for each financial year, which budget shall have been formulated and submitted to it by the Executive Committee;
- 18.1.2 Reviewing the work of the Executive Committee and all activities of the Association;
- 18.1.3 Approval or ratification of decisions and actions of the Executive Committee as provided herein;
- 18.1.4 Determination of membership fees and any other charges on the membership;
- 18.1.5 Election and dismissal of members of the Executive Committee .
- 18.1.6 Review, amendment , alteration of the constitution, or dissolution of the Association;

### **18.2 CLASSES OF GENERAL MEETINGS**

There shall be two classes of general meetings namely, AGM and SGM.

### **18.3 NOTICE OF MEETINGS**

The AGM shall be held not later than 30<sup>th</sup> June of each calendar year. Notice in writing, of the AGM, together with the annual statements of accounts and the agenda of the meeting, shall be sent to all members not less than 21 days before the date of the meeting. The notice shall specify the place, the date and the hour of commencement of the meeting.

### **18.4 AGENDA OF MEETING**

The agenda for any AGM shall consist of the following:

18.4.1 Confirmation of the minutes of the previous AGM.

18.4.2 Consideration of the accounts.

18.4.3 Election of office bearers and the Executive Committee members.

18.4.4 Appointment of auditors.

18.4.5 Such other matters as the Executive Committee may decide or as to which

notice shall have been given in writing by a member at least fourteen days before the date of the meeting; and

18.4.6 Any other business with the approval of the Executive Committee.

### **18.5 Special General Meeting (SGM)**

An extraordinary or Special General Meeting may be convened by the Executive Committee, if in the interests of the Association such a meeting is required or where one tenth of the membership of the Association requests the Executive Committee in writing stating the agenda and urgency for the meeting. Whenever convened, such a Meeting shall operate in all ways as provided in article 18.4.

### **18.6 Procedure of Meetings**

18.6.1 At all meetings of the Association the Chairman, or in his absence, the Vice-Chairman, or in the absence of both any officer or a member nominated by the members shall take the chair.

18.6.2 The Chairman must allow members to ventilate on any agenda in the spirit of constitutional principle of public participation. PROVIDED that the Chairman may at his discretion limit the number of persons permitted to speak owing to constraints of time and workload.

18.6.3 If within half hour from the time appointed for the meeting a quorum is not attained, the meeting if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting, a quorum is not present within half hour from the time appointed for the meeting, the meeting shall then be dissolved.

18.6.4 Resolutions shall be passed by simple majority after voting by a show of hands or in any other method that the members may adopt in the meeting.

## **18.7 VOTING AT GENERAL MEETINGS**

18.7.1 Every member shall have one vote, provided that where a member has declared a personal interest in a matter likely to lead to conflict of interest such member shall not be entitled to vote on the question and the Chairperson may require him to leave the meeting venue during the deliberations touching on the matter.

18.7.2 A member may vote personally or by proxy provided that the instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the organization provided that no person shall be entitled to be appointed a proxy by more than two absent members.

18.7.3 The instrument appointing a proxy and the power of the attorney or other authority, if any, or a notarial certified copy of that power or authority shall be deposited at the officer or at such other place convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll, and in default the instrument of the proxy shall not be treated as valid. After the expiration of twelve months from the date of its execution, instrument of the proxy shall no longer be valid.

## **18.8 QUORUM IN MEETINGS**

The quorum for the Annual/Special General Meeting shall be 25% of the Registered and fully paid-up members

## **18.9 THE EXECUTIVE COMMITTEE (EXCO OR EC)**

The EC shall consist of all the office bearers of the Welfare and TWO other members elected at the annual general meeting in each year; such committee members shall hold office until the expiry of their term as provided in this constitution. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.

- 18.9.1 The EXCO shall be responsible for the day to day running of the Association including processing of registration, liaison with the CBK Pensions Fund secretariat, processing of claims, recommending any proposed changes to the Constitution for ratification by the general meeting, implementation of the decisions of the general meeting, formulation and review of policy and procedures. The Committee shall to the extent possible be representative of all gender and the face of Kenya.
- 18.9.2 The Committee shall have power to form sub-committees and to appoint sub-committee members as it may deem necessary.
- 18.9.3 EXCO shall be the custodian of all moneys paid to the Association and be responsible for all the monies disbursed on behalf of the Association
- 18.9.4 The quorum for meetings of the EXCO shall not be less than one third (1/3) of its membership.

## **18.10 OFFICE BEARERS**

18.10.1 The office bearers of the Association, shall comprise of the following:

Executive committee

- 18.10.1.1 The Chairperson
- 18.10.1.2 The Secretary
- 18.10.1.3 The Treasurer

Other office bearers

- 18.10.1.4 Vice Chairperson and three other members.

18.10.2 An office bearer shall be elected from among fully paid-up members.

18.10.3 All office bearers shall hold office from the date of election for a term of three years renewable once (subject to sub-article 18.1 herein), or any other such period as shall be agreed in a properly constituted AGM and clearly stipulated in the Group Rules and Regulations.

18.10.4 Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer.

18.10.5 An Office bearer may be removed from office in the same way as laid down for the expulsion of members in Article 15 and vacancies thus created shall be filled by persons elected at the general meeting ratifying the expulsion.

18.10.6 The EC may co-opt a maximum of two members to the EC for purposes of injecting exceptional and vital qualities in the function of the EC.

### **18.11 Duties of Office Bearers**

**18.11.1 The chairman: the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Executive Committee and at all general meetings.**

**18.11.2 Vice-chairperson: the Vice-Chairperson shall perform any duties of the Chairperson in his/her absence.**

**18.11.3 Secretary: the Secretary shall be the custodian of all records of the Association: he/she shall take minutes of all meetings of the Association and deal with all the correspondence of the Association under the general supervision of the Executive Committee.**

**2<sup>nd</sup> and alternate signatory to the accounts.**

**18.11.4 Treasurer: the Treasurer shall receive and disburse, under the directions of the Executive Committee, all monies belonging to the Association and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The treasurer is responsible to the Executive Committee and to the**

**members that proper books of accounts of all moneys received and paid by the Association are written up, preserved and available for inspection.**

**The treasurer is a mandatory signatory to the welfare accounts.**

18.11.5 IT CORDINATOR shall organize Virtual meetings as may be required and electronic data or material for the welfare Association and submit to Executive Committee for approval.

## **18.12 Election and disqualification of EXCO Members**

The Association shall hold its elections during the general meeting

18.12.1 A person shall not qualify to be elected, and if elected shall cease to hold any office of EXCO if he/she is:

18.12.1.1 removed pursuant to the provisions of this constitution;

18.12.1.2 resigns pursuant to the provisions hereof;

18.12.1.3 adjudged bankrupt;

18.12.1.4 suffers an infirmity;

18.12.1.5 if found guilty by a competent court of law and imprisoned

18.12.1.6 dies;

18.12.1.7 guilty of a conduct, act or omission which in the opinion of majority of members of the EXCO is contrary to the objects of the Association, is unbecoming or injurious to the welfare and trust of the Association;

## **18.13 Vacation of office**

An office bearer shall vacate office in any of the following circumstances:

18.13.1 If a receiving order is made against him/her or he/she makes an arrangement or composition with creditors; (pecuniary embarrassment)

18.13.2 If he/she becomes of unsound mind;

- 18.13.3 If he/she fails to attend three (3) consecutive meetings, or six (6) meetings in any consecutive twelve (12) months period, without reasonable course or excuse, may be removed from the committee.
- 18.13.4 If by notice in writing to the organization he/she resigns his office;
- 18.13.5 If he/she is removed from office by members in an election or by a resolution duly passed under this constitution.

After serving for a maximum of two terms of three years each, or any other such period as may be decided by members in an Annual General Meeting, and expressly stipulated in the Group Rules and Regulations.

#### **18.14 Sub-committees**

The Annual General Meeting and /or EXCO may constitute sub-committees to undertake specific tasks as may be directed by the appointing body.

### **ARTICLE 19: AUDITOR**

- 19.1 An Auditor shall be appointed for the following year by the Annual General Meeting.
- 19.2 All the Association's accounts, records and documents shall be opened to the inspection of the auditor at any time.
- 19.3 The Treasurer shall avail an account of his receipts and payments as a statement of assets and liabilities made up to the end of the accounting period.
- 19.4 The auditor shall examine such annual accounts and statements and declare 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, or not in accordance with law.
- 19.5 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 same time as the notice convening the Annual General Meeting is sent out.
- 19.6 An auditor may be paid such honorarium for his duties as may be resolved by the Annual General Meeting appointing him.
- 19.7 No auditor shall be an office bearer or a member of a committee of the Association.

### **ARTICLE 20: INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of account and all documents relating thereto, and a list of members shall be available for inspection at the registered office of the Association by any officer or member of the Association on giving not less than 7 days' notice in writing to the Association.

## **ARTICLE 21: AMENDMENT OF THE CONSTITUTION**

Amendments to the constitution of the Welfare must be approved by at least a two-thirds majority of fully paid up members at a general meeting of the Welfare. The amendments cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

## **ARTICLE 22: DISSOLUTION**

22.1 The Welfare shall not be dissolved except by a resolution passed at a general meeting by a vote of two-thirds of the fully paid up members present. The quorum at the meeting shall be as shown in rule 18.8. If no quorum is obtained, the proposal to dissolve the Welfare shall be submitted to a further 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 for this second meeting shall be the number of members present.

22.2 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.

22.3 When the dissolution of the Welfare has been approved by the Registrar, no further action shall be taken by the committee or any office bearer of the Welfare in connection with the aims of the Welfare other than to get in and liquidate for cash all the assets of the Welfare. Subject to the payment of all the debts of the Welfare, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

### **WELFARE ASSOCIATION MANAGEMENT COMMITTEE SHALL BE CONSTITUTED OF**

1. Chairperson
2. v/Chair
3. Treasurer
4. Secretary
5. IT Coordinator
6. Committee Member
7. Committee Member
8. Committee Member

**Established: August 5, 2020**