

# **ARTICLES OF ASSOCIATION (THE CONSTITUTION)**

## **ARTICLE 1: NAME CLAUSE**

These articles shall regulate the activities and affairs of an Association known as *Nyumba ya Mumbi Welfare Organization*.

## **PREAMBLE**

This Association is not a political one nor is it to be associated or affiliated to any political organization or party. The Association is a Not-for-profit and a Non- Trading one, The association is not affiliated to any denomination or religious group though the members are free to associate with any religious group of their choice in their individual capacity and not collectively. The organization recognizes religious values as long as they do not conflict with the activities and affairs as recognized in these articles. The Association is to be devoted to its member's welfare.

## **MISSION STATEMENT**

To bring together and support members in times of emotional and psychological distress.

## **ARTICLE II- ADDRESS**

The physical address of the organization shall be *319 N. Overlook st. Olathe, KS 66061. U.S.A.* Unless otherwise changed through a committee resolution and the changes effected.

## **ARTICLE III. OBJECT CLAUSE:**

The following shall be the main objectives of the organization:

- (a) To support members both financially and emotionally in the event of

loss of a member or a close relative. Close relative for the purpose of these Articles shall be member's children, member's brothers and sisters, member's parents.

(b) To promote unity and solidarity of the members and other organizations with similar goals and objectives. Such organizations include the church.

(c) To do and carry out those objectives that are generally and naturally related to the organization's main objectives.

To carry out the objectives of the organization members shall

1- Contribute **\$100 for registration**, then **\$50 every month for three months** that follow the registration fee contribution. However this money shall be contribution towards a **FUND** and may be increased money wise or time wise as members may agree until enough funds have been raised to cover any foreseeable misfortunes. The executive committee shall decide on the amount enough which shall then be ratified by the members in a General meeting.

2- Give the members financial assistance of an amount agreed upon in a General meeting for funeral arrangements on an eligible dependent or member demise. The amounts agreed upon can only be changed through an amendment of the “**BENEFITS**” clause of these articles.

3- Provide companionship and encouragement to members when a loved one passes away. This may be inform of prayers, telephone calls, emails, text messages or any other form of communication for the purposes of condoling the bereaved family

4- Provide means of collaboration among members so as to foster friendship and understanding between and amongst the members.

5- To enhance collaboration with other organizations that the members belong to such as the church.

## **ARTICLE IV: MEMBERSHIP**

### ***(A) Definition:***

A member shall be any individual above 18 years who applies for membership through an application form for registration as a member and who fulfills all the requirements to become a member and is accepted to so be by the organization.

### ***(B) Qualifications for membership:***

The following shall be the required qualifications for membership in this organization:

- 1- Be eighteen (18) years and above
- 2- Be of the GEMA related group of persons either by birth or by marriage.
- 3-Apply and be accepted by the organization
- 4-Pay the registration fee and other dues that may be agreed upon in a General meeting from time to time
- 5- Be a resident of Kansas and/or Missouri State or as may be agreed in a general meeting.
- 6- Continuity in paying of dues in time as agreed upon in a general meeting from time to time.

### ***(C) Recruitment of "NEW" members:***

New members may be recruited from time to time as the organization wishes. However the recruitment shall only take place in accordance to the following procedure:

Recruitment shall be legal only if it takes place after the following has been done.

- The committee passes a resolution and recommends the recruitment of new members to a General meeting.
- The committee calls an extra ordinary meeting to discuss the recruitment of new members.
- The recommendation is discussed in the meeting whereby amendments may be made on the recommendations.
- The recommendation is passed as a resolution of that extra ordinary general

meeting with or without the amendments. The recommendation may be approved or disapproved. If approved then it passes if disapproved then the resolution or recommendation fails.

-The meeting shall state and be recorded the conditions under which new members may join, the effective date of recruitment and the closing date. The meeting may also make any exemptions in the recruitment as members may deem fit, such as retrospective recruitment.

-No member shall be said to have become a member where proper procedure has not been followed by the executive committee or by the members.

-The organization shall not be bound by any recruitment not properly sanctioned by a properly convened General meeting notwithstanding what may be recommended by the Executive committee.

-The fees to be paid by new members shall be determined by bonafide members during the meeting where recruitment is discussed.

-It is the duty of the Executive to recruit committee to recruit members though the village elders may be involved in advising.

#### ***(D) Cessation of Membership:***

A member shall cease to be a member in the occurrence of all or any of the following events:

1) ***Resignation***-Where a member gives a written notice to the Chairman of the organization of his/her desire to resign from the membership of the organization, the membership shall be deemed to have ceased effective from the date of the written notice. Such a member shall be requested to pay any payment due as of that date and any other dues after this date; such a member is not liable.

2) ***Change of residence***-If a member changes residence from Kansas or Missouri to other states and becomes a resident of another state other than the two stated states, shall continue being a member as long as he/she continues to pay the necessary dues. Unless otherwise stated in the rules or amendments through a resolution in a General meeting, his/her membership shall be deemed to have ceased when such a member defaults in payment of dues. A member may however petition the organization to continue being a member. The petition shall be sent to the chairman who shall table it in the General meeting that follows the receipt of such a petition. The membership

of such a member shall not cease until the petition is determined.

**3) *Non-payment of dues***- where a member does not pay the required dues for replenishment of the accounts within 2 weeks but not later than 21 days

of

the demand date, he/she shall be deemed to have ceased being a member from the 22<sup>nd</sup> day of such a demand not being met. Where a membership is by virtue of this clause such a member may reapply and if accepted he/she shall be on probation for 120 days whereby within this period no benefits may accrue to such a member. Where such a member is re-accepted he shall pay all pending dues including those that may become due while the membership had ceased. For this clause to be invoked a member shall have been sent at least 2 demand notices as well as a notice to the effect that the organization intends to invoke this clause against his membership.

**4) *Termination***: membership may be terminated where a member no longer meets the criteria for membership. Such a membership shall be terminated through a resolution by members in a General meeting but not earlier than 21 days of the occurrence of the event giving rise to the ineligibility. Such an occurrence includes a breach of the articles, imprisonment for felonies, gross misconduct etc. Where one's membership is terminated by virtue of this clause, he/she shall be eligible for a refund of any contribution towards the fund that may not have been used.

**5) *Death***- The death of a member shall cause cessation of membership.

**6) *Withdrawal***- A member may on his/her own volition withdraw his/her membership at any time by giving a written notice of withdrawal to the organization.

**7) *Any member who resigns, withdraws or is expelled or caused to cease membership by the articles shall forth with forfeit all rights, claims, interests and benefits arising from or associated with the membership of this organization.***

#### ***(E) Code of conduct:***

(a) Members shall refrain from personal differences during their contributions to discussions, debates, conversations and deliberations in meetings.

(b)Members shall refrain from negative criticisms of other members or executive committee

(c)Members shall have positive criticisms where need be in order to help the organization move forward and not to pull the organization backwards.

## **ARTICLE V: MANAGEMENT**

### ***(M1)Management Committee***

A committee consisting of elected officials shall manage the activities and affairs of the organization. This committee shall consist of the following officials:

- Chairman/Chair-lady
- Vice Chairman/Chair-lady
- Secretary
- Assistant secretary
- Treasurer
- Assistant Treasurer
- 2 Youth representatives
- Village elders/Location representatives
- 2 co-opted members, legal and spiritual- These to be appointed by the committee as need arise.
- Hospitality committee

### ***(M2)Qualification of office bearers***

- Must be 18 years and /or above
- Nominated and seconded in a meeting having elections as part of the agenda
- Elected with a majority of votes cast during the elections
- Agrees to abide by the articles of the organization
- Be qualified as a member of the organization.

### ***(M3)Term of office***

The term of office for the committee shall be two (2) years from the date of election or as may be determined in a General meeting from time to time. However elections must be done within 12 months from the expiration of the two years.

In case of a vacant office or should there be a need to create an office, the committee shall have the power to fill the office for a period until the next General meeting is held where the members shall ratify the office bearer or a new official is elected. There shall be no term limits hence the office bearers can always offer themselves for reelection.

#### *(M4) Powers of the committee*

The supreme power of the organization shall be vested with the members of the organization. This power shall be exercised through resolutions passed in the duly convened General Meetings of the organization. The Committee shall have delegated powers to manage the affairs of the organization. The powers shall be that of enforcing the resolutions passed by the members in duly and properly convened General meetings of the organization. The committee shall ensure adherence to the Articles/ Constitution of the organization as enumerated in the Articles of Association of the organization.

The committee shall be the face of the organization and therefore has the power to communicate with other entities such as the Government agencies on behalf of the organization. The committee is the only one entitled to legally and officially act on behalf of the organization though it may delegate these powers to persons with expertise or professional skill or knowledge. Never the less the committee shall still be liable for acts that it delegates to others.

The committee shall review, determine and approve/disapprove membership application in accordance with the articles and any resolutions passed thereafter.

The committee shall respond and act on any specific requests from members in accordance with these articles.

The committee shall recommend policies for discussion and approval/disapproval through resolutions and recommendations in General Meetings.

The committee shall convene and give notices for General meetings in accordance to the articles of the organization.

The committee through the Treasurer shall ensure that proper financial records are kept and shall answer questions relating to finances whenever raised in General meetings. For the above the Treasurer shall be required to have an income and expenditure account availed to the members in the Annual General Meetings or any other General meeting where finances and funds form part of the agenda.

The committee through the secretary shall have the power to communicate on behalf of the organization to both members and non-members on matters affecting the organizations. Any communication not emanating from the committee shall be deemed not from the organization.

#### *(M5) Remuneration*

No member shall receive any remuneration for services rendered to the organization; however a member or official shall be reimbursed for expenses related to services provided where such services required the expenditure. Such expenditure must have been authorized and approved by the committee before it is incurred.

#### *(M6) Election for office Bearers:*

Elections shall be held in accordance to the articles. The Executive committee shall request the members in a general meeting before the election date to nominate individuals who shall constitute an Electoral commission. The commission shall be comprised of 3 members who should be individuals of integrity, they may or may not be members of the organization, and they can be members of the community. Elections of the organization shall be conducted by the Electoral commission in accordance to the articles.



### ***(M6 (a) Electoral Commission***

This is the body that shall be charged with the duties of conducting elections for office bearers of the organization. It shall be comprised of 3(three) individuals who are nominated and appointed by the members herein referred to as Electoral Commissioners in a General meeting prior to the election date.

-The Electoral Commissioners shall be notable members of the organization who are not to run for any office or external community volunteers with no interest in the outcome other than fair elections.

-The Electoral Commissioners shall perform duties of implementing electoral rules and procedures as enumerated in the articles.

-The Electoral Commissioners shall and must be independent and impartial in carrying out their duties.

-The Electoral Commissioners shall preside over the elections and announce names of the new Executive committee members elected

-The Electoral Commission shall have all the powers relating to the particular election for which they were nominated and appointed and they must be completely independent

-Prior to the elections the EC shall verify with the outgoing Treasurer the membership status of each individual member. The Treasurer shall give a signed copy of a list of members indicating that they have fulfilled their financial obligations to the organization and thus are Bona fide members unless otherwise proved.

-The Chairman and the Secretary shall give a signed copy by the two officials showing the individual names of the members listed in the organizations records, the list shall indicate past members who have been members in the last six (6) months and stating why they are no longer members.

-The EC should receive the above stated lists no later than 21 days prior to the elections.

-On receiving the lists the EC shall reconcile the two and then write to all Bona fide members asking them to send names for those interested in any of the office for which elections shall be held. Only the individual interested should apply.

-Where an office has no applicant by the election date then the EC shall seek for nominations on the floor on the election date. Nominations shall only be for offices with no applicants. A member may nominate any person of their choice for an office as long as the nominee is a bona fide member and is in the list of members.

-On the Election Day the EC shall be in charge of the organization and its affairs until the election of the Executive committee is finalized, in which case the EC shall hand over the running of the organization's power to the committee.

- Only members in the two lists provided to the EC shall be allowed to vote during elections, however the EC has a power to demand from either the former office bearers a status that may be disputed, use their judgment to determine whether to allow or not to allow such a member to vote, the EC may also advise such a disputed membership of the right to petition.
- The EC shall decide the voting method as per the articles , voting may be either through a secret ballot or by a show of hands.
- After closing the elections, the EC shall reconcile all the votes and then announce the winners. The EC shall also make sure that a statement to the effect that members have a right to petition the outcome is given after the announcement of winners.
- The EC shall introduce the new committee and hand over the running of the organizations affairs to the committee.
- After the elections the EC shall remain in office for 21 days in which case it will disband itself if no petition is launched with it in regard to the elections. Any petition regarding the elections must be sent to the EC within 7 days of the of the election results announcement. Where a petition is submitted the EC shall remain in office until the petition is determined.

***M6B Sample of a voting design:***

CANDIDATES FOR:

**CHAIRMAN**

**SECRETARY**

## **TREASURER**

Votes for	Votes for	Votes for
<i>1-name of the candidate candidates</i>	<i>1-name of the candidate</i>	<i>1-name of the</i>
<i>2-name of the candidate candidates</i>	<i>2-name of the candidate</i>	<i>2-name of the</i>
<i>3-name of the candidate candidates</i>	<i>3-name of the candidate</i>	<i>3-name of the</i>

## **VICE-CHAIR TREASURER**

## **DEPUTY SECRETARY**

## **ASSISTANT-**

## **CO-OPTED MEMBERS:**

*1-Legal Process*

*2-Spiritual guidance*

### ***(M7) Village Representatives***

These shall be members from given areas appointed by members from that area in order to:

- Be a liaison between the area members and the executive committee
- Help the executive committee in communicating with members from the specific area
- Be leaders of the membership in the specified area, whom other members may call upon to aide in communicating among and between themselves.
- Take any recommendations or suggestions from their area members to the executive committee for consideration.
- Village representatives shall be elected or nominated by the area

members only.

- Only a member living in the particular village can be a village representative of the particular village, thus if one moves from the particular village he/she shall cease to represent the area and the village members have to appoint another member from the area as a village representative. However the previous representative shall continue to hold the office until he/she hands over to the new representative and should not be more than 120 days.
- The area members may make rules to govern themselves but only for the area members and not the general membership. Such rules shall not be used to the detriment of the members.

### ***(M8)Litigation/Arbitration***

The organization shall appoint and retain a licensed practicing Attorney for the purposes of legal representation. The Attorney's retention and representation fees and costs shall be borne by the organization. The Attorney shall only be for legal representation of the organization and not individual members. The Attorney shall be used as an arbitrator between the organization and members. No member shall seek legal remedies in a court before arbitration.

## **ARTICLE VI: FINANCES**

(A) The finances of the organization shall consist of :(a)The contribution by the members to the General Fund account, this includes the Registration fee from members and replenishment dues.

(B) Any legacies that may be passed on to the organization or any funds contributed to the organization by anybody without strings attached and meant as a gift for the furtherance of the organization's objectives.

### ***(f1) Financial Records:***

(A) There shall be maintained two separate accounts, one for Registration fees and the other being for contributions. Registration fee is not refundable at any time; however the contributions not disbursed shall be

refundable in case of cessation of membership but as per the provisions of the articles.

(B) All income and expenditure shall be properly recorded by the treasurer and an income and expenditure account prepared and presented to the members annually in the Annual General Meeting (AGM).

(C) The treasurer shall keep records of all “BENEFITS” paid and “REIMBURSEMENTS” received from members. The Treasurer shall report any excess reimbursement amounts to the committee every three months. The committee on receiving this report shall decide whether or if the excess can cover a reimbursement(s) for all bona fide members. Where it is found to be enough to cover a reimbursement(s) the members shall be informed of the incident or number of incidents to be covered or covered. This shall be via a text stating that the incident or the number of incidents is covered and therefore members will not be required to contribute reimbursement for the number stated as covered incidents.

(D) The organization in an AGM shall appoint 3 members of high integrity to act as auditors of the organization; those appointed shall give a report on the fairness of the financial records of the organization. Where it is not possible to appoint the said members from the organization, an external auditor may be appointed at a cost. Such an appointment may be done by the committee and then be ratified by the members in the following AGM.

(E) Every expenditure and income should be evidenced through a receipt.

*(f2) Disbursement of Funds:*

1. The Treasurer shall have the duty to ensure that accounts relating to the finances of the organization are appropriately kept and accessible to the members on request at all times.
2. The committee shall be vested with the power to disburse funds as enumerated in the articles
3. No funds may be disbursed without the knowledge of the Chairman, Secretary and the Treasurer who shall also be the signatories to the Bank accounts of the organization.
4. Members must be informed within 48 hours of decision to disburse any funds unless otherwise provided in the articles or resolutions of a

General Meeting.

5. Annual Budgets and Financial statements for the organization shall be prepared by the Treasurer and be presented for approval by members in the AGM.
6. The Financial statements should be able to present fairly the financial conditions, results of operation and cash flows of the organization.

## **ARTICLE VII: MEETINGS**

### ***(1) AGM (ANNUAL GENERAL MEETING)***

There shall be held an Annual General Meeting within the first 3 months of the calendar year, the date shall be decided by the management committee and a 21 days' notice shall be issued to members by the Secretary but by "order of the committee"

### ***(2) OTHER MEETINGS***

#### ***(2A) SPECIAL GENERAL MEETING***

This may be convened at any time on request by active members comprising a third of the total active membership or by management committee. Whoever requests for such a meeting shall give the agenda to the Secretary who shall then issue a 21 days' notice to the members. Such a meeting shall discuss emergency issues that cannot wait till a normal general meeting is convened.

#### ***(2B) EXTRA ORDINARY MEETING:***

The management may from time to time when need arises convene an extra ordinary meeting. Such meetings include gathering to support a grieving member.

### **(3) QUORUM:**

A quorum for any type of meeting other than the committee meeting shall be

Ten (10) members present by person unless otherwise provided by the articles or through a resolution in a General Meeting.

**(4) CONDUCTING THE MEETING:**

- The Chairman of the management committee shall chair the meeting of the organization. In the absence of the Chairman the Vice-Chairman shall chair the meeting. In the absence of the two, any member of the management committee may be chosen by the other members to chair the meeting, however if none of the committee member is willing to chair the meeting, the members present shall appoint one amongst them to chair the particular meeting.
- The Secretary of the management committee shall be the recorder of the discussion in form of minutes, where the secretary is not present the assistant secretary shall act and where the two are not present the committee shall appoint one among themselves to be the recorder and if none is willing then the general membership shall appoint one amongst them to take the minutes of the particular meeting.
- Meetings of the organization shall be conducted in a language understood by the members and may include English, Swahili and Kikuyu. Never the less all minutes shall be in writing and recorded in English.

*(4A) Procedures in a meeting:*

1. Chairman to call the meeting to order at the prescribed time as per the notice calling the meeting.
2. Chairman to ensure only bona-fide members are in the meeting, no strangers should be allowed in the meeting unless otherwise resolved and recorded in a previous meeting that strangers will be allowed in the particular meeting.
3. Chairman to ensure that there is a quorum before start of any business, if during the course of the meeting a member alerts the Chair of quorum failure, the chairman must call for members and if within ten minutes no quorum forms then the chairman must call for the adjournment of

the meeting.

4. Once the quorum is determined the chairman shall call the meeting to order and business starts.
5. The minutes of the previous meeting shall be the first business order for any meeting. The minutes may be read and approved after which the Chairman shall announce the items to be covered in the meeting.
6. The Chairman shall read any recommendations from the committee for the meeting to approve after deliberation.
7. The Chairman reads any motion intended to be passed by the meeting and lead the debate on it by the members.
8. The Chairman reads any proposal intended for discussion in the meeting.
9. After the reading by the Chairman, the members may propose amendments by way of moving a motion for amendment which must be seconded before acceptance by the chair for discussion.
10. Only the written agenda and/or amendments plus matters arising out of the minutes may be deliberated in the meeting.

*(4B) Voting in the Meeting*

1. All resolutions, Recommendations, Motions and Amendments where a debate, discussion has ensued shall be voted for in order to become legal actions of the organization.
2. Every member of the organization is entitled to one vote. Resolutions Recommendations, Motions and Amendments voted for in a meeting shall pass if voted for by a simple majority present unless otherwise provided for by the articles.
3. Each bonafide member of the organization is entitled to vote for motions moved, Recommendations proposed, Resolutions proposed and Amendments proposed in a Meeting where a vote is required.
4. A vote shall take place after a debate on the motions, recommendations, proposals, amendments or resolutions ensues and ends.
5. A vote shall be on legally moved motions, recommendation, proposal, resolution or amendment but not on debate views.
6. For there to be a vote at the end of the debate, a motion must be moved and seconded to have closure of the debate and a vote.



7. Before a vote takes place, the Chairman or mover of the motion, recommendation, proposal or amendment shall be given a chance to read the motion, recommendation, proposal or Amendment to be voted on so as to ensure that the members are aware of what is being voted on.
8. The vote shall be by a show of hands/secret ballot/or acclamation
9. A teller shall take the count loudly and state the totals for and against.
10. The chairman then shall announce to the members the approval or disapproval of the item being voted for,
11. Once a vote has taken place the issue cannot be brought up again in the same meeting, however it can be brought as a motion in the following meeting.

### **ARTICLE V III: BENEFITS TO MEMBERSHIP**

Benefits shall mainly be financial help for funeral arrangement of a member, members of the member nuclear family which shall consist of Husband/Wife, Members children, Member's parents (biological or as listed in the application form), and Member's brothers/sisters.

The benefits shall be \$6,000.00 on death of a member, this shall be given to his next of kin who may be Husband or wife, Sister or Brother, Mother or Father, Son or Daughter. Or the closest relative as provided for in the application form for membership.

A benefit of \$3,000.00 shall be given to the member on death of a Father/Mother, sister/brother or own children as listed in the application form for membership.

Where more than one member is affected, the benefit shall be given to every member as they all contribute as individuals and not collectively as a family.

The benefit as stated above shall be disbursed by the Chairman, Secretary and Treasurer within 48 hours of the event occurring or being reported to the organization, The Secretary shall notify the members in writing of the

incident and shall notify the members of the requirement to replenish the funds within 2 weeks.

## **ARTICLE 1X: AMENDMENT OF THE ARTICLES**

These articles of the organization known by the name *Nyumba ya Mumbi Welfare Organization* can and may be amended from time to time as need arises. For an amendment to be legal it must be voted for by a majority of two thirds of all active members voting for the Amendment resolution in a General meeting, Special or Extraordinary General meeting where the Amendment forms part of the Agenda of the meeting. The only other requirement other than the 2/3 majority is that the resolution is properly brought to the meeting and a notice of 21 days that such an amendment resolution shall be present in the meeting is given.

**THESE ARTICLES SHALL SERVE AS A CONTRACT BETWEEN MEMBERS AND THE ORGANIZATION, MEMBER QUA MEMBER AND ARE TAKEN AS IF THEY WERE SIGNED INDIVIDUALLY BETWEEN THE MEMBER AND THE ORGANIZATION AND BETWEEN A MEMBER AND THE MEMBER.**