Sere Self-Help Group
P.O. Box 8437 Eldoret

Constitution (Revised 2003)

1. **Preamble and Name of Group**

Sere Self-help Group (hereinafter referred to as “The Group”) is hereby established as a non-political, non-sectarian, voluntary self-help group of members for the furtherance of the objectives hereinafter appearing.

2. **Objectives**

The objectives for which the Group is established are:

(a) To uplift the educational and economic status of the members and their local communities.
(b) To develop and uphold the best of the cultural, social and economic heritage of the members and their local communities.
(c) To be a forum where members would give each other financial, social, emotional, mental and spiritual support whenever necessary.
(d) To acquire properties and chattels and do such other things as may be approved by members.
(e) To raise or borrow money for all or any of the foregoing objectives in such manner and upon such security as may from time to time be determined by the Group.
(f) To transform itself into a co-operative society at an appropriate time.
(g) To do all such other things as are incidental or conducive to the attainment of all or any of the foregoing objectives.

3. **Membership**

3.1. A member must:

(a) Be aged 18 years and above.
(b) Be employed by a reputable employer or be engaged in legal gainful business
(c) Be willing to abide by all the rules and regulations of the Group.
(d) Be introduced by two members of the Group who have been active for a period of not less than one year.

3.2. Every member of the Group shall, on becoming a member, pay the Group a non-refundable registration fee of Kshs 500/= or such other fee as may be prescribed.

3.3. The minimum annual subscription fee for all members is Kshs 6,000/= or such other fee as may be determined by the General Meeting of the Group from time to time. However, the annual fee may be paid in equal monthly instalments.

3.4. Every member, on being accepted for membership, shall notify the Group of his/her next of kin and the next of kin shall be responsible for the debts and be entitled to the rights, privileges, obligations, emoluments and dividends of the deceased member.

3.5. The Executive Committee may elect as an honorary member of the Group any person it may think fit to honour, either for life or for such period as the Committee may deem appropriate, provided that no honorary member shall be liable to pay entrance fee or subscription fee.

3.6. Resignation from membership:

(a) Any member desiring to resign from the Group shall give a two-month written notice of the intended resignation to the Secretary and the resignation shall take effect from the date of expiry of the notice, provided that the member has cleared all outstanding loans and other commitments made by him/her to the Group and has handed over all the properties of the Group in his/her possession during the period of notice.
(b) If any of the shares of a member desiring to resign have been invested in land, buildings and other immovable property, the resignation shall only be effective when another member of the Group has bought such invested shares.
(c) Any member who falls into arrears with his/her annual subscription for more than one year shall automatically cease to be a member and his/her name struck off the register of Group members regardless of Clause 3.6 (b).

3.7. Removal from membership:

(a) The Executive Committee shall have power to suspend a member from his/her membership on the grounds that the member’s conduct has adversely affected the reputation and dignity of the Group or that the member has contravened any of the provisions of the Constitution of the Group.
(b) The grievances against a suspended member shall be reported and discussed at the next General Meeting of the Group following the suspension and the Meeting shall resolve by a two-thirds majority of the members present whether to expel the suspended member or lift the suspension.
(c) A person expelled from membership of the Group may re-apply for membership provided that such a person shall only be re-admitted as a member with the authority of a special resolution adopted by the Annual General Meeting.
(d) Any person who is expelled from membership is entitled to a refund of all moneys contributed by him/her to the Group less any expenses incurred by the Group in dealing with the person’s contribution, provided that the Executive Committee shall have power to determine how and when such refunds will be made.

4. **Executive Committee**

4.1. For the proper management of the affairs of the Group, an Executive Committee of the Group is hereby established.

4.2. The Executive Committee shall consist of 7 members elected at the Annual General Meeting of the Group every year, all of whom shall be members of the Group. Such Committee members shall take office immediately after the Annual General Meeting of the Group, and shall hold office as such until the conclusion of the next Annual General Meeting, and shall then retire.

4.3. On retirement, such Committee members shall be eligible for re-election for a further term as shown in Clause 4.2.

4.4. The Executive Committee shall have power to co-opt up to four (4) members, from among members of the Group, for such period or for such special purpose as it may deem fit.

4.5. In the event of death, resignation, removal, suspension or disqualification of any member of the Executive Committee during his/her term of office, the vacancy so created may be filled by the Group at the next General Meeting.

4.6. The Executive Committee shall be responsible for the proper management of the Group and for that purpose may give to the Chairman or any other member of the Executive Committee directions as to the manner in which they shall perform their duties.

4.7. The Executive Committee may from time to time appoint committees or sub-committees consisting of members of the Group; and may, except as otherwise expressly provided by this Constitution, delegate to any such committee or sub-committee all or any of the powers of the Executive Committee.

4.8. Any committee or sub-committee appointed by the Executive Committee may, with prior approval of the Executive Committee, co-opt additional members who may but need not be members of the Group.

4.9. Except as otherwise expressly provided by this Constitution, the Executive Committee may exercise all the powers of the Group; and no regulations made under this Constitution shall invalidate any prior act of the Executive Committee which would have been valid if the regulations had not been made.

4.10. The duties of the Executive Committee include, but not limited to:

   (a) Approving new members.
   (b) Uniting and co-ordinating the Group’s activities.
   (c) Receiving and discussing recommendations of businesses and other activities from members of the Group.
   (d) Bridging the gap, if any, between divergent views in the Group.

5. **Officers of the Group**

5.1. The Chairman, Vice Chairman, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and Organising Secretary of the Group shall constitute the Executive Committee and shall be elected from among members at the Annual General Meeting every year and shall take and hold office in accordance with Clauses 4.2 and 4.3 of this Constitution.

5.2. All officers of the Group shall be fully paid-up members of the Group and any officer who ceases to be a member of the Group shall automatically cease to be an officer thereof.

5.3. Any officer of the Group (whether elected or appointed) who is absent at three consecutive meetings of the Executive Committee without any apology or reasonable cause may be specifically discussed by the Executive Committee and a decision taken thereon. Without prejudice to any other provision of this Constitution, the Executive Committee shall have power to remove from any office any co-opted or appointed officer of the Group with the consent of not less than two-thirds of its members present at the meeting which considers such removal. In the case of elected officers of the Group, the Executive Committee shall have the power to suspend the officer and shall notify the subsequent General Meeting of the suspension for consideration, unless the same be sooner lifted. A two-thirds majority of the General Meeting shall be required to ratify such suspension.

5.4. Vacancies created pursuant to Clauses 5.2 and 5.3 hereof shall be filled in accordance with Clause 4.4.

6. **Duties of Officers of the Group**

6.1. **Chairman:** The Chairman shall provide leadership to the Group and shall, unless prevented by illness or sufficient cause, preside over all meetings of the Executive Committee and at all General Meetings.

6.2. **Vice-Chairman:** The Vice-Chairman shall perform such duties as may be specifically assigned to him/her by the Chairman and, in the absence of the Chairman, shall perform the duties of the Chairman.

6.3. **Secretary:** The Secretary shall deal with all the correspondence of the Group under the general supervision of the Executive Committee. In cases of urgent matters where the Executive Committee cannot be consulted, he/she shall consult the Chairman or if the Chairman is not available the Vice-Chairman. The decision reached shall be subject to ratification or otherwise at the next Executive Committee meeting. He/she shall issue notices convening all meetings of the Executive Committee and all General Meetings of the Group and shall be

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responsible for keeping minutes of all such meetings and for preservation of all records and proceedings of the Group and of the Executive Committee.

6.4. Assistant Secretary: The Assistant Secretary shall perform such duties as may be specifically assigned to him/her by the Secretary or the Executive Committee and, in the absence of the Secretary, shall perform the duties of the Secretary.

6.5. Treasurer: The Treasurer shall receive and also disburse, under the directions of the Executive Committee, all moneys belonging to the Group and shall issue receipts for all moneys received by him/her and preserve vouchers for all moneys paid out by him/her. The Treasurer shall be responsible to the Executive Committee and to the members that proper books of accounts of all moneys received and paid out by the Group are written up, preserved and available for inspection and audit.

6.6. Assistant Treasurer: The Assistant Treasurer shall perform such duties as may be specifically assigned to him/her by the Treasurer or the Executive Committee and, in the absence of the Treasurer, shall perform the duties of the Treasurer.

6.7. Organising Secretary: The Organising Secretary shall deal with the organising of all meetings and activities of the Group including booking and/or reserving of venues. The Organising Secretary shall also be the master of ceremony at all functions of the Group.

7. General Meetings

7.1 There shall be two classes of general meetings - Annual General Meetings and Special General Meetings.

7.2 The Annual General Meeting shall normally be held not later than 31st December each year at such venue and time as the Executive Committee shall determine. Notice of such Annual General Meeting in writing, accompanied by annual statement of accounts and the agenda for the meeting, shall be sent to all members not less than 21 days before the date of the meeting.

7.3 The agenda for the Annual General Meeting shall consist of the following, among other items:
   (a) Confirmation of the minutes of the previous Annual General Meeting.
   (b) Matters arising from the confirmed minutes.
   (c) Chairman’s Report.
   (d) Considerations of accounts.
   (e) Election of Executive Committee members and appointment of auditor and directors as necessary.
   (f) Such other matters as the Executive Committee may decide or as to which notice shall have been given in writing by a member or members to the Secretary at least seven days before the date of the meeting.
   (g) Any other business with the approval of the Chairman.

7.4. A Special General Meeting may be called for any specific purpose by the Executive Committee. Notice of such a meeting shall be sent to all members not less than 7 days before the date thereof.

7.5. A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than 10 members and such meeting shall be held within 21 days of the date of receipt of the requisition. The notice for such a meeting shall be as shown in Clause 7.4 and no matter shall be discussed other than that stated in the requisition.

7.6. Any member wishing to bring any matter before the Annual General Meeting for resolution or discussion may do so only if he/she shall have given notice in that behalf to the Secretary at least 14 days before the date fixed for resolution or discussion or by leave of all the members of the Group present at such meeting.

7.7. The quorum for the General Meetings shall not be less than one-fifth of the registered members of the Group.

8. Procedure at General Meetings & Meetings of the Executive Committee

8.1. At all meetings of the Group, the Chairman shall preside, or in his/her absence, the Vice-Chairman, or in the absence of both of these officers, a Chairman elected from amongst the members present.

8.2. The Chairman may at his/her discretion limit the number of persons permitted to speak in favour of or against any motion.

8.3. Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second or casting vote.

8.4. The Executive Committee shall cause proper minutes of all general meetings of the Group and of the Executive Committee to be taken and recorded and shall present to the Annual General Meeting a full report of the activities of the Group.

9. Use of Group funds

9.1. The funds of the Group may only be used for the following purposes:
   (a) Any activity organised in the interest of the Group;
   (b) Helping a charitable cause decided upon by members of the Group;
   (c) Reimbursement of expenses incurred by officers or members of the Group in the course of their work for the Group; and
   (d) Investments as agreed upon by members.

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9.2. All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Group in the bank or banks approved by the Executive Committee.

9.3. No payments shall be made out of the bank account(s) without a resolution of the Executive Committee authorising such payment and all cheques on such bank account(s) shall normally be signed by the Treasurer or, in the absence of the Treasurer, the Assistant Treasurer and two other office bearers of the Group who shall be appointed by the Executive Committee.

9.4. A sum not exceeding Kshs 5,000/= or such other amount as may be determined by the Executive Committee from time to time may be kept by the Treasurer for petty disbursements for which proper account shall be kept.

9.5. The Executive Committee shall have power to suspend any officer of the Group who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Group and shall have power to appoint any other member of the Executive Committee in his/her 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 this matter.

9.6. The financial year of the Group shall be from 1st November to 31st October.

10. Long-term Investments

10.1. Each land, building and other immovable property and each long-term investment and security which shall be acquired by the Group shall be registered in the name of a private limited liability company formed by the Group solely for that purpose. Each company formed by the Group shall be managed by a board of directors.

10.2. The directors, who shall be not less than three and not more than nine for each company, shall be members of the Group and shall be appointed at an Annual General Meeting for a period of three years from the date of the Annual General Meeting.

10.3. On retirement, such directors shall be eligible for re-election for a further term of three years. Provided that a director who has held office for two consecutive terms shall not be eligible for re-election until the expiry of three years from the date he/she last held office.

10.4. An Annual General Meeting shall have power to remove any of the directors and all vacancies occurring by removal, resignation or death, shall be filled at the same or next Annual General Meeting.

10.5. The directors, in consultation with the Executive Committee, shall have power to invest and deal with the moneys of the Group not immediately required in such manner as may from time to time be determined by the Group, and shall pay all the income received from the property or investment vested in them to the Treasurer. Any expenditure in respect of such property or investment, which in the opinion of directors is necessary or desirable, shall be reported by the directors to the Executive Committee which shall authorise expenditure of such moneys as it thinks fit.

11. Auditor

11.1. An auditor shall be appointed for the following year by the Annual General Meeting from among members of the Group. All the Groups accounts, records and documents shall be open to the inspection of the auditor at any time. The Treasurer shall produce an account of his/her receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than four weeks and not more than eight weeks before the date of the Annual General Meeting. The auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Group in what respect they are found to be incorrect, unvouched or not in accordance with the law.

11.2. A copy of the auditor’s report on the accounts and statements together with such accounts and statements shall be normally be furnished to all members at the same time as the notice convening the Annual General Meeting is sent out. An auditor may be paid an honorarium for his/her duties as may be resolved by the Annual General Meeting appointing him/her.

11.3. No auditor shall be a member of the Executive Committee of the Group.

12. Amendments to the Constitution

Any amendment to this Constitution of the Group must be approved by at least a two-third majority of members at a General Meeting of the Group and implemented immediately thereafter provided the amendment does not contravene Government regulations.

13. Dissolution

13.1. The Group shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in Clause 7.7. If no quorum is obtained, the proposal to dissolve the Group shall be submitted to a further General Meeting, which shall be held within one calendar month. Notice of this meeting shall be given to all members of the Group at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

13.2. Provided, however, that no dissolution shall be effected without the prior consent in writing of the official(s) in the relevant Government Department, obtained upon application to him/her made in writing and signed by three office bearers.

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13.3. When the relevant Government Department has approved the dissolution of the Group, no further action shall be taken by the Executive Committee or any officer of the Group in connection with the aims of the Group other than to get in and liquidate all the assets of the Group. Subject to payment of all the debts of the Group, 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.

14. **Inspection of Accounts and List of Members**
The books of accounts and all documents relating thereto and a list of members of the Group shall be available for inspection during ordinary working days by any relevant Government officer or member of the Group on giving not less than seven days’ notice in writing to the Chairman.

15. **Regulations**
The Executive Committee may, subject to the provisions of this Constitution, make regulations that shall be binding, on all members of the Group, prescribing all or any of the following matters:

(a) annual subscriptions;
(b) manner of application for membership of the Group;
(c) grounds for, and procedure relating to, expulsion of members of the Group;
(d) resignation of members from the Group;
(e) regulation of powers exercisable by the Executive Committee and any committees or sub-committees thereof, and delegation of powers;
(f) manner of convening meetings of the Executive Committee, sub-committees and quorums and procedures thereof;
(g) manner of convening general meetings of the Group, and quorums and procedures thereof;
(h) manner of election, removal and replacement of the Chairman, the Vice-Chairman and other members of the Executive Committee; and
(i) such other matters as may be deemed by the Executive Committee to be necessary for the promotion of the objects and regulations of the affairs of the Group.