

**ENVIRONMENT INSTITUTE OF
KENYA**

CONSTITUTION

AMENDMENTS, 2017

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In EXERCISE of powers conferred by Rule 5 of the Environment Institute of Kenya Constitution, 2014, the Council recommends to the AGM to make the following Amendments to the constitution –

THE ENVIRONMENT INSTITUTE OF KENYA (AMENDMENTS) CONSTITUTION, 2017

Rule 1:

1.1 Retain as it is.

Rule 2:

2.1: To include focus on sustainable development and remove protection services.

2.4: To be the second last under the objects.

2.5: To be dropped and incorporate some objects on; income generation, CPD's registration of experts while leaving the role of licensing to NEMA.

2.6: Adopt clause of AAK constitution on EIK being non-political.

Rule 3:

3.1: Remove the issue of the age and specific registration fee of Ksh. 2,000.

3.2: Remove the categorization of annual subscription fee.

3.3: Rearrange the levels of membership from Honorary – Affiliate to be the last.

3.4: Add "In writing" to be mandatory.

3.5: Break the sentence to achieve clarity.

3.9: Reduce 2 year to 1 year.

Rule 4:

4.1: Introduce - EIK Governance structure

a. General Meetings (Annual General Meeting, Special General Meeting or Extraordinary General Meeting)

b. Council.

c. Branches.

d. Management.

Redefine section 8 (Meetings) and include it in section 4.

4.2: Remove council committee meetings to make it 3 meetings in general.

4.3:

a. Retain the date of AGM and endeavour to effect it accordingly.

b. Remove the word "Any" from the sentence.

b. (v) add the word "With approval of the council" and reduce the number of days to 14 days.

4.4: Increase the number of days from 7-14 for special general meeting.

4.5: Introduce "Voting member" and subsequent by-laws to define the voting member.

Rule 5:

5.1: Introduce a phrase on office tenure for the council members as “The council shall consist of nine (9) persons elected during the Annual General Meeting who shall serve for two (2) terms of two (2) years each.”

5.2: Remove the word “In the first two years”

5.7 Remove it in totality and to be included in the election procedure of the council members of Branches.

Rule 6:

6.1: Create the by-laws for the council committees and there functions.

6.2: Replace, membership services with professional in committee (b) and include Education in committee (c).

6.3: Secretariat to be replaced by the management and to be headed by the Chief Executive Officer to report to the council. Also, remove “Council shall have powers to disband secretariat or suspend its member”.

6.4: Amend it to introduce- The council shall approve annual work plan and budget.

6.6: Split it to fall under (6.1&6.2) to define the quorum for council and committee meetings.

Rule 7:

7.1: Redefine office bearers to be in line with other professional bodies. This is to replace chairman with the president, vice chair with vice president, secretary with secretary general and vice secretary with vice secretary general.

7.2: Amend it to state that – election to be held after every two years.

Rule 8:

Effect the changes accordingly as per in 7.1 above.

Rule 9:

9.1: Amend it to retain the original format of the old constitution.

Rule 10:

10.1: Amend to – Trustees to be elected not appointed and be eligible for a final term of five years.

10.4: Replace the word “thinks” with “deems”

Rule 11:

11.1: To be broken down due to its lengthiness to achieve clarity.

Rule 12:

12.3: Vice treasurer to be made mandatory signatory along with the treasurer.

12.4: To be removed and be introduced in the financial regulations.

12.5: To replace 12.4

Rule 13:

13.1 (b): Amend to read – Amendments to the constitution.

Rule 14:

To be introduced. Refer to clauses 13.1 & 13.2 of Architectural Association of Kenya Constitution.

Rule 15:

15.1: Include – The constitution to be amended during the AGM.

Rule 16:

16.1: Include – Dissolution to be passed at the annual general meeting.

1. NAME

The name of the society shall be **Environment Institute of Kenya** (in this constitution referred to as “EIK”)

2. OBJECTS

EIK is a professional membership body that aims to:-

- 2.1 Promote and advance the practice of integrated environmental assessment focusing on sustainable development.
- 2.2 Facilitate the acquisition of environmental knowledge through collaboration with relevant parties.
- 2.3 Promote, maintain and advance the highest professional standards and best practice in the field of sustainable development, for the public good.
- 2.4 Engage in any other activities in the interest of the profession as may be approved by the council from time to time.
- 2.5 The Association shall have no political object. Notwithstanding this provision, by a resolution of the Governing Council, the EIK in a non-partisan manner, reserves right and duty to participate, contribute or comment on issues of public interest.

3. MEMBERSHIP

- 3.1 Any person with the relevant academic qualifications and/or practical experience to practice in the profession of integrated and strategic environmental management shall subject to the approval of the committee, become a member on payment of registration fee.
- 3.2 Every member shall pay an annual subscription fee or such other amount as determined by the council from time to time.
- 3.3 The following shall be the categories of membership
 - a. Honorary membership
 - b. Fellow membership
 - c. Corporate membership
 - d. Lead membership
 - e. Associate membership
 - f. Student membership
 - g. Affiliate membership
- 3.4 Any member desiring to resign from the Society shall submit his resignation in writing to the Secretary General, which shall take effect from the date when the council accepts in writing the resignation.
- 3.5 Any member may be expelled from membership if the council so recommends and if a general meeting of the Society shall resolve by a two-thirds (2/3) majority of the members present. The member shall be expelled on the grounds that;

- a. His/her conduct has adversely affected the reputation or dignity of the Society,
- b. He/she has contravened any of the provisions of the constitution of the Society.

The council shall have power to suspend a member from his membership until the next general meeting of the Society following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered.

- 3.6 Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any monies contributed by him at any time.
- 3.7 Any member who falls into arrears with his annual subscription for more than three months after it is due shall automatically be suspended and shall not enjoy the benefits of the society. The Council may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.
- 3.8 Subscriptions shall be due by the end of the first month of the calendar year, save for new members who may upon joining pay their registration and annual subscription for the year.
- 3.9 Any member(s) who fails to renew his annual subscription for one (1) year shall have his membership automatically revoked and the person shall henceforth cease to be a member.
- 3.10 Any member who wishes to be re-registered after ceasing to be a member as (3.9) states, shall be liable to remit the membership fee at which his expulsion is to be considered.

4. GOVERNANCE AND STRUCTURE

4.1 The council shall consist of;

- a. General Meetings (Annual General Meeting, Special General Meeting or Extraordinary General Meeting)
- b. Council.
- c. Branches.
- d. Management.

4.2 There shall be three classes of meetings – Council meetings, special council or committee meetings, annual general meetings and special general meetings.

4.3 (a) The annual general meeting shall be held not later than 31st May in each year. Notice in writing of such annual general meetings, accompanied by the annual statement of accounts (see rule 11.2) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meetings and, where practicable, by Press advertisement not less than 14 days before the date of the meetings.

(b) The agenda for annual general meeting shall consist of the following:

- i. Confirmation of the minutes of the previous annual general meeting.
- ii. Tabling and consideration of Annual Financial Statements for the year ended.
- iii. Election of office bearers and the council members (and trustees where necessary in accordance with rule 10.3).
- iv. Appointment of auditors in accordance with rule 11.1.

- v. Such other matters as the council may decide or as to which notice shall have been given in writing by a member or members to the Secretary General with approval of the council at least fourteen (14) days before the date of the meeting.
 - vi. Any other business with the approval of the President.
- 4.4 A special general meeting may be called for any specific purpose by the council. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by Press advertisement not less than 14 days before the date of such meeting.
- 4.5 A special general meeting may also be requisitioned for a specific purpose by order in writing to the Secretary General of not less than a third of voting members and such meetings shall be held within thirty (30) days of the date of the requisition. The notice for such meeting shall be as shown in rule 4.3 and no matter shall be discussed other than that stated in the requisition.
- 4.6 Quorum for general meetings shall be not less than 5% of the registered members of the Society.

5. THE COUNCIL

- 5.1 The council shall consist of nine (9) persons elected during the Annual General Meeting who shall serve for two (2) terms of two (2) years each.
- 5.2 For purposes of continuity, 6 members of the council shall be retained while three (3) council members shall resign after every two (2) years but may offer themselves for re-election. The three persons to resign shall be determined by agreement and if no agreement is reached, by lot.
- 5.3 Office bearers of the Society shall be elected from the council members at the annual general meeting after every two (2) years.
- 5.4 The council shall meet at such times and places as it shall resolve but shall meet not less than once in any three months. If the President or vice President is not present, within 15 minutes of the time scheduled for the commencement of a council meeting, the members present, subject to quorum may appoint an interim chair from amongst themselves to chair such meeting. In such eventuality, the President shall not Chair the subsequent meeting confirming minutes.
- 5.5 In the case that more than half the number of council members resign or exit, the council shall stand dissolved and a caretaker council shall be established where the other remaining members will have power to create a caretaker council drawn from the membership of the Society. A Special General Meeting shall then be held within sixty (60) days from the date when the 5th council member resigned, to elect new members to the council.
- 5.6 In the event that an office bearer dies, resigns, or is otherwise incapable of performing his duties, or absconds or abandons his duties, the council may appoint a person from amongst themselves to act in that capacity until the next annual general meeting.
- 5.7 Branches so created shall have such council members as shall be directed by the EIK council.

6. POWERS AND DUTIES OF THE COUNCIL

- 6.1 The council shall be responsible for the management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The council shall have powers to appoint such committee as it may deem desirable to make reports to the council on quarterly basis upon which such action may be taken as seems to the council desirable. The quorum for the committee meeting shall be at least five (5) members.
- 6.2 There shall be three council committees whose functions shall be determined by the council and shall have sittings every month and report to the council on a quarterly basis. The quorum for the committee meeting shall be at least three (3) members. The committees shall include;
- a. Finance and Administration committee,
 - b. Legal, Ethics and Membership Services committee,
 - c. Partnership, Education and Communication committee,
- 6.3 The council shall establish the management headed by the Chief Executive Officer (CEO) who shall carry out the functions established by the council. The CEO shall be reporting to the Secretary General and in absence of the Secretary General, in consultation with the President to the Vice Secretary General. The CEO shall attend all the council and committee meetings.
- 6.4 The council shall approve the annual work plan and budget.
- 6.5 All monies disbursed on behalf of the Society shall be authorized by the council in line with rule 6.4.
- 6.6 The quorum for meetings of the council and council committee shall be not less than five (5) and three (3) members respectively.
- 6.7 The council shall be responsible for member's welfare, capacity building, setting standards, formulate rules and regulations, disciplining, suspending and proposing the expulsion of a member.
- 6.8 For purposes for (6.6) above, the council may formulate rules.
- 6.9 The council shall have powers to formulate any rules deemed fit for the proper running of the Society.
- 6.10 Members shall be bound by such rules as may be made by the council.

7. OFFICE BEARERS

- 7.1 The office bearers of the Society shall be:
- d. The President
 - e. The Vice-President
 - f. The Secretary General
 - g. The Vice-Secretary General
 - h. The Treasurer
 - i. The Vice-Treasurer

- 7.2 All of whom shall be eligible for agreed allowances of the Society and shall be elected at the annual general meeting to be held after every two (2) years.
- 7.3 All office bearers shall hold office from the date of election until the succeeding election in the annual general meeting subject to the conditions contained in sub-paragraphs (7.4) and (7.5) of this rule but shall be eligible for re-election.
- 7.4 Any office bearer who ceases to be a member of the Society shall automatically cease to be an office bearer thereof.
- 7.5 Office bearers may be removed from office if at least two thirds of the council so resolves due to conduct which the council considers to be inappropriate in maintaining the dignity and integrity of the institution.

8. DUTIES OF OFFICE BEARERS

- 8.1 **President** - the President shall, unless prevented by illness or other sufficient cause, preside over all meetings of the council and at all general meetings.
- 8.2 **Vice-President** - the Vice-President shall perform any duties of the President in his absence.
- 8.3 **Secretary General** - the Secretary General shall deal with all the correspondence of the Society under the general supervision of the council. In cases of urgent matters where the Council cannot be consulted, he/she shall consult the President or if he is not available, the Vice-President. The decisions reached shall be subject to ratification or otherwise at the next committee meeting. The Secretary General shall issue notices convening all meetings of the council and council committee and all general meetings of the Society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and of the council.
- 8.4 **Vice Secretary General** - in the absence of the Secretary General, the Assistant Secretary General shall perform all the duties of the Secretary General and such other duties as shall be assigned to him by the Secretary General or council whether the Secretary General is present or not.
- 8.5 **Treasurer** - the Treasurer shall receive and shall also disburse, under the directions of the council, all monies belonging to the Society and shall issue receipts for all monies received and preserve vouchers for all monies paid by him/her. The Treasurer is responsible to the council and to the members that proper books of account of all monies received and paid by the Society are written up, preserved and available for inspection.
- 8.6 **Vice Treasurer** - the Assistant Treasurer shall perform such duties as may be specifically assigned to him/her by the Treasurer or by the council and in the absence of the Treasurer shall perform the duties of the Treasurer.

9. PROCEDURE AT MEETINGS

- 9.1 At all meetings of the Society the president, or in his/her absence, the vice president or in the absence of both these officers, a member selected by the meeting shall take chair save for annual general meeting.

- 9.2 The president may at his discretion limit the time permitted to speak in favour of and against any motion.
- 9.3 Resolutions shall be decided primarily by simple voting by a show of hands. In the case of equality of votes, the President shall have a second or casting vote.

10. TRUSTEES

- 10.1 All land, buildings and other immovable property and all investments and securities which shall be acquired by the Society shall be vested in the names of not less than three (3) trustees who shall be members of the Society and shall be elected at an annual general meeting for a period of five years. On retirement such trustees shall be eligible for re-election for a final term of five years.
- 10.2 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.
- 10.3 The trustees shall pay all income received from property vested in the trustees through the Treasurer.
- 10.4 Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the council which shall authorize expenditure of such monies as it deems fit.

11. AUDITOR

- 11.1 An auditor shall be appointed on recommendation by the council for the following year by the annual general meeting.
- 11.2 All the Society's accounts, records and documents shall be opened to the inspection of the auditor at any time.
- 11.3 The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting.
- 11.4 The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Society in what respect they are found to be incorrect, vouched or not in accordance with the law.
- 11.5 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. An auditor may be paid such honorarium for his duties as may be resolved by the council.
- 11.6 No auditor shall be an office bearer or a member of the council of the Society.

12. FUNDS

- 12.1 The funds of the Society may only be used for the following purposes :
- a. Operations of the Society

- b. Allowances of the council members
- c. Acquisition of the Society's property
- d. Any other purpose in line with the objectives of the Society as may be approved by the council

12.2 All monies and funds shall be received by and paid through the Treasurer and shall be deposited by Treasurer in the name of the Society in any bank or banks approved by the council.

12.3 No payments shall be made out of the bank account without a resolution of the council authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the Society who shall be appointed by the council.

12.4 The council 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 Society and shall have power to appoint another person from among the council members in his place. Such suspension shall be reported at the subsequent 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.

12.5 The financial year of the Society shall be from 1st January to 31st December.

13. BRANCHES

13.1 Branches of the Society may be formed with the approval of the council and the Registrar of Societies and they will adopt the same constitution as that of the headquarters with the following exceptions:

- a) The aims and objects will not include the formation of branches.
- b) Amendments to the constitution.
- c) The provisions of rule 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

14. EIK BY-LAWS

14.1 The Governing Council is empowered to create, revoke or amend By-Laws to regulate all matters referred thereto by this Constitution and on any other matters on which regulations are required which are consistent with the Constitution.

14.2 The creation, revocation or amendment of By-Laws concerning the scale of entrance fees, of fees for advancing from one class to another and of annual subscriptions shall only be effected at a General Meeting.

15. AMENDMENTS TO THE CONSTITUTION

15.1 Amendments to the constitution of the Society must be approved by at least a two-thirds majority of members at the annual general meeting of the Society. They cannot, however, be

implemented without the prior consent in writing to the Registrar, obtained upon application to him/her made in writing and signed by three of the office bearers.

16. DISSOLUTION

16.1 The Society shall not be dissolved except by a resolution passed at the annual general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). If no quorum is obtained, the proposal to dissolve the Society 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 Society at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

16.2 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.

16.3 When the dissolution of the Society has been approved by the Registrar, no further action shall be taken by the Council or any office bearer of the Society in connection with the aims of the Society other than to get in and liquidate for cash all the assets of the Society. Subject to the payment of all the debts of the Society, 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.

17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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

- END -