

THE
ENVIRONMENT INSTITUTE
OF
KENYA
BILL,
(2019)

THE ENVIRONMENT INSTITUTE OF KENYA BILL, 2019

A bill for;-

An ACT of Parliament to make provision for the establishment, powers and functions of the Environment Institute of Kenya and for connected purposes; to provide for the training, registration, and regulation of the environmental profession; and to provide for the establishment of standards and practice of the profession.

ENACTED by the Parliament of Kenya, as follows

GUIDING PRINCIPLES

In carrying out its functions and in the exercise of its powers under this Act, the Society shall have regard to the following principles:-

- a) The maintenance and advancement of environmental knowledge
- b) The protection/championing of public interest in environmental matters
- c) The maintenance of integrity and professionalism
- d) The promotion of cross border environmental practice – inclusivity and equity.

PART I - PRELIMINARY

1. This Act may be cited as The Environment Institute of Kenya Act, 2019

Definitions/Citations

2. (1) in this Act, unless where the context otherwise requires-

"Approved institution" means the any university, training institution- public or private - established by law in Kenya or such other training institution as the Council may approve for the purposes of this Act;

"Environment Professional" means a person who has undergone the prescribed course of training in an approved institution and holds a higher diploma or degree in an Environment Management related science or engineering or as may be defined in Environment Management Coordination Act 1999 and its amendments.

"Environmental impact assessment expert" means an individual expert or firm of experts registered under the current environmental legislation, and includes a lead expert and an associate expert;

“Environmental auditor” means an expert or firm of experts registered in accordance with the current environmental legislation

“Environmental management” is a mechanism aimed at the protection, conservation and sustainable use of the various elements or components of the environment

“Council” means an Institution established under section (II) of this Act

“Code of Practice” means written guidelines issued by the society or the relevant Authority charged with environmental matters to its members to help them comply with its ethical standards and professional conduct

"Annual licence" means a licence issued under section (II)

"Cabinet Secretary" means the Cabinet Secretary for the time being responsible for matters relating to environment;

“Practising member” means a member who is licensed to practice as per EIK membership and eligibility criteria

"Register" means any of the registers of Environment Professionals required to be kept;

"Society" means the Environment Institute of Kenya registered under the Societies Act.

"Special resolution" means a resolution passed by not less than two-thirds of such members of the Society as may be present and vote thereon at a general meeting of the Society, duly convened with notice of the intention to propose such resolution.

“Sustainable development” means development that meets the needs of the present generation without compromising the ability of future generations to meet their needs by maintaining the carrying capacity of the supporting ecosystem;

Commencement of this Act

This Act will commence from date of its enactment by the Parliament

PART II – ESTABLISHMENT OF ENVIRONMENT INSTITUTE OF KENYA

1. (1) There is established a Society known as Environment Institute of Kenya (EIK).

(2) The Society shall be a body corporate with perpetual succession and a common seal, and shall, in its name corporate be capable of

(a) suing and being sued;

- (b) taking, purchasing or otherwise acquiring, holding, charging or disposing of both movable and immovable property;
 - (c) borrowing or raising money;
 - (d) entering into contracts;
 - (e) investing and dealing with monies of the Society not immediately required in such manner as may from time to time be determined by the Society;
 - (f) doing or performing all such other acts necessary for the proper performance of its functions under this Act, which may be lawfully done or performed by a body corporate.
- (3) The headquarters of the Society shall be in Nairobi.

The objects and functions of the Society

2. The objects and functions of the Society are to-

- (1) uphold the Constitution of Kenya by promoting and advancing the practice of integrated environmental assessment , focusing on sustainable development
- (2) ensure, through appropriate regulation mechanisms, that all members of the society meet the prescribed standards of professional competence and ethical conduct
- (3) represent and assist the members of the public in Kenya in matters relating to environmental management
- (4) set, maintain, regulate and continuously improve, the standards of learning, professional competence and ethical conduct for the provision of environment services.
- (5) represent, protect and assist members of the society on matters relating to the conditions of practice and welfare;
- (6) formulate policies that promote and enhance the Environmental profession in Kenya
- (7) endeavour to provide equal opportunities for all Environment professionals in Kenya;
- (8) develop and facilitate adequate programs for training and continuous education for Environment professionals
- (9) Maintain a register of qualified environment professionals

(10) Issue practicing certificates to environmental practitioners as authorised by the relevant legislation.

(11) do all such other things in relation to environment for the interest of members and people of Kenya.

(12) to remain a non-political entity.

Membership of the Society

3. (1) Upon application to the EIK council, any person over the age of eighteen years with the relevant academic qualifications from an approved institution and practical experience in the profession of integrated environmental management shall, subject to the approval of the Council, become a member on payment of registration fee of such amount as determined by the Council from time to time
- (2) Every member shall pay an annual subscription fee of such an amount as determined by the Council from time to time.
- (3) The following shall be the categories of membership
 - (a) Student membership
 - (b) Associate membership
 - (c) Lead membership
 - (d) Corporate membership
 - (e) Affiliate membership
 - (f) Honorary membership
 - (g) Non-practicing membership

3.2 Eligibility

The criteria for admission to the above membership shall be governed by **Schedule I (EIK Membership Eligibility Criteria)**

- (4) Any member who falls into arrears with his annual subscription for more than three months after it is due shall automatically be suspended from membership and shall not enjoy the benefits of the society. The Council may, however, at its discretion, reinstate such a member on payment of the total amount of subscription outstanding.

- (5) 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 annual subscription for the year.
 - (6) Any members who fails to renew his annual subscription for 2 consecutive years shall have his membership automatically revoked and the person shall henceforth cease to be a member and the relevant authority will be duly notified.
 - (7) Any employee of the public sector with a role to regulate Environment Assessment and Audit experts, directly or indirectly, shall be considered for the membership as a non-practising member.
4. Every member shall be required to sign code of practice and professional ethics established under **Schedule II (Code of Practice and Professional Ethics)** of this Act.

Rights of membership

5. (1) The members of the Society shall have the following rights-
- (a) Lead membership
 - i. Attend meetings of the society
 - ii. vie for any office of the Society
 - iii. vote in all meetings of the society
 - iv. be issued with a practicing certificate;
 - (b) Associate membership
 - i. Attend meetings of the society
 - ii. vote in all meetings of the society
 - iii. be issued with a practicing certificate
 - iv. vie for any office of the Society after continuous membership of five years
 - (c) Student membership
Attend meetings of the society
 - (d) Corporate membership
Attend meetings of the society
 - (e) Affiliate membership

Attend meetings of the society

(f) Honorary membership

Attend meetings of the society

(g) Non-practicing membership

a non-practicing member shall have all the rights except that such member shall have no right to practice;

Expulsion of a member

6. (1) a member of the Society whose name has been, as a result of disciplinary proceedings, struck off the Register of membership shall not be a member of the Society during the period of expulsion.
 - (2) A person who has been expelled from membership of the Society shall not be re-admitted as a member of the Society without the authority of a special resolution of the Council or AGM and SGM.
 - (3) Any member may be expelled from membership if
 - (i) the Council so recommends and the general meeting of the Society resolves by a two-thirds majority of the members present
 - (ii) conduct of the member affects adversely the reputation or dignity of the Society,
 - (iii) he has contravened any of the provisions of the constitution of the Society.He is in significant breach of Code of Practice and Professional Ethics
 - (4) 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/her expulsion is being considered
7. (1) Any member desiring to resign from the Society shall submit a resignation letter to the secretary, which shall take effect from the date of receipt by the secretary of such notice
 - (2) Any person who resigns or is removed from membership shall not be entitled to a refund of their subscription or any part thereof or any moneys contributed to the society at any time.

8. The Council may make Regulations prescribing matters relating to membership as may be necessary for the promotion of the objects and the regulation of the affairs of the Society

The Governing Framework of the Society

9. For the effective governance of the Society there shall be the following organs -

- (1) the General meeting and Special General Meeting
- (2) the Council;
- (3) the secretariat; and
- (4) the branches.

General Meeting

10. (1) The general meeting shall be the supreme authority of the Society which shall approve all resolutions and important decisions of the Society.
- (2) The general meeting shall consist of the members of the Society.
- (3) The secretary of the Council shall be the secretary to the general meeting.
- (4) The expenses of the annual general meeting shall be defrayed from the general funds of the Society.
- (5) The quorum of the general meeting shall be at least five percent (5%) of all legitimate members of the Society. If no quorum is obtained, the general meeting shall be rescheduled to be held one month later. Notice of this meeting shall be given to all members of the Society at least 21 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- (6) The President of the Council shall preside at the general meeting and regulate the meeting. In the absence of the President, the Vice President shall preside at the meeting.
- (7) In the absence of both the President and the Vice President, the Council shall nominate one among its members to preside
- (8) The annual general meeting shall be held not later than 31st May in each year unless decided otherwise by Council. Such deferment should not extend beyond 31st August. Notice in writing of such annual general meetings, accompanied by the 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 meetings and, where practicable, by Press advertisement not less than 14 days before the date of the meetings.

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

- (a) Confirmation of the minutes of the previous annual general meeting and Special General Meeting
- (b). Annual Report of the Council read by the President
- (c) Consideration of the accounts.
- (d) Election of Council members (and trustees where necessary)
- (e) Appointment of auditors.
- (f) 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.
- (g) Any other business from the floor with the approval of the President.

11. The election of members of the Council shall be-

- (a) conducted in a transparent and fair manner in accordance with the EIK election by laws
- (b) in every second year after the election of the Council
- (c) by secret ballot or show of hand
- (d) conducted on the same day by the members physically present.

(2) Every legible member present at a general meeting shall have one vote, and the President of that Council shall also have a casting vote.

12. (1) Except for any purpose for which a special resolution is expressly required by this Act or by any regulation made under this Act, all resolutions of the Society in general meeting shall be by simple majority vote

(2) A resolution of the Society in a general meeting shall not be altered or rescinded within nine months of the passage of the resolution without a special resolution of the Society.

Special General Meeting

13. (1) A special general meeting shall be convened at any time-
- (a) if requisitioned by at least 10 (ten) percent of the members from the existing members register; or
 - (b) by the Council on its own motion after giving a 21 days' notice.
- (2) The notice requisitioning a special general meeting shall-
- (a) be in writing;
 - (b) be signed by the members as specified;
 - (c) specify the object of the proposed meeting;
 - (d) be submitted to the secretary general of the Society.
- (3) The Council shall, within forty five (45) days of receiving a requisition submitted, convene a special general meeting of the Society.
- (4) If the Council fails, within forty five (45) days after the requisition, to convene a general meeting in accordance with the requisition, and specifying that it shall be held within twenty one (21) days, the members may themselves convene that general meeting to be held at any time within two months after such requisition

The Council

14. (1) The Council shall be the governing body of the society.
- (2) The Council of the Society shall consist of-
- (a) the President;
 - (b) the Vice President;
 - (c) Seven representatives of the general membership of the Society,
- (3) Member of Council will be elected for a term of two years as per **Schedule III (EIK Election procedures)**
- (4) A person who has been elected as president shall serve for a maximum of two terms and shall not be eligible for election for another term thereafter.

- (5) For purposes of continuity, 3 members of the Council shall be retained while six (6) council members shall resign every election year but may offer themselves for re-election. The six persons to resign shall be determined by agreement and if no agreement is reached, by casting of lots.
 - (6) No members of Council shall be elected for more than two consecutive terms.
 - (7) The President, the Vice President and the members of the Council shall assume office immediately after the ordinary general meeting of the Society next following an election of the members Council, and shall hold office for a period of two years, ending at the conclusion of the annual general meeting held in the second year, after their election.
 - (8) In event of no scheduled annual general meeting taking place, the current Council Officials continue occupying office till next general meeting
15. (1) A person is eligible for election as the President or Vice President if the person-
- (a) is a member or former member of the Council
 - (b) meets the requirements of Chapter Six of the Constitution
- (2) A person is eligible for election as a member of the Council if the person-
- (a) is current lead member of the Society; or associate member with five years continuous registration.
 - (b) has been a practising member for at least two years, from the date of admission;
 - (c) has not been found liable for professional misconduct by the Disciplinary Committee established by the Council in two years immediately preceding the election; and
 - (d) meets the requirements of Chapter Six of the Constitution of Kenya
- (3) The elections for the membership of the Council may be conducted by such body as the Council may propose and approved by the general meeting preceding the election.
16. (1) Any of member of the Council, including the President and vice president, may be removed from office by a general meeting or special general meeting through a vote of at least two thirds of all eligible members present on grounds of-
- (a) inability to perform the functions of office arising from mental or physical

infirmity;

(b) suspension or expulsion as provided under the Act;

(c) bankruptcy;

(d) integrity concerns

(e) failure to attend four consecutive Council meetings, without reasonable grounds acceptable to the Council.

(f) bringing disrepute against Institution or acting against the objects of the Institution.

(2) Before removal under subsection (1), a member of the Council shall be-

(a) informed of the reasons for the intended removal, in writing;

(b) given an opportunity to put in a defence against allegations, either in person or through a representative.

Office Bearers

17 (1) Office bearers shall be elected from the Council members at the annual general meeting in each election year as follows:

a. The President

b. The Vice-President

c. The Secretary General

d. The Vice-Secretary General

e. The Treasurer

f. The Vice-Treasurer

(i) **President** - the President shall, unless prevented by illness or other sufficient cause, preside over all meetings of the council and at all general meetings.

(ii) **Vice-President** - the Vice-President shall perform any duties of the President in his absence.

(iii) **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 council 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.

- (iv) **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.
- (v) **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.
- (vi) **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.

Operation of the Council

18. (1) The Council shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.
- (a) At all meetings of the Society, the president, or in his/her absence, the vice president shall chair the meeting. In the absence of both these officers, within 15 minutes of the time scheduled for the commencement of a Council meeting, the members present, subject to quorum may appoint an interim chairperson from amongst themselves to chair such meeting.
 - (b) The president may at his discretion limit the time permitted to speak in favour of and against any motion.
 - (c) 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.

- (d) The quorum for meetings of the Council shall be not less than five (5) of the confirmed members.
 - (e) 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.
- (2) In the case that more than half the number of Council members resign or exit, the Council will stand dissolved. The CEO and trustees shall established a caretaker Council whose sole responsibility shall be to prepare for the Special General Meeting within forty five (45) days from the date when the 5th Council member resigned, to elect new members to the Council.

Committees of the council

19 (1) There shall be standing committees of the Society on

- (i) The Finance and Administration
- (ii) The Legal, Ethics and Membership Services
- (iii) The Partnership, Education and Communications

(2) The Council may establish other thematic committees, including ad hoc committees, as deemed necessary

(3) The quorum for meetings of the Council committee shall be not less than three (3) of the members. In the event that two members of the committee are present for the meeting, and a third member has sent an apology, the meeting may proceed as if there is a quorum. The council may co-opt into the committees not more than three (3) members necessary for the discharge of its functions

(4) The Council may engage any person who is not a member of the Council to provide such expertise as may be required for the better discharge of its functions, and the attainment of the objects of the Society.

20 (1) The Council shall cause to be kept proper books and records of accounts of all funds, property, assets and liabilities of the Society, and to be audited as of the 31st December of every year.

- (2) The Council shall present the audited accounts and the financial statement of the immediate preceding year at every annual general meeting.
21. The common seal of the Society shall be kept in the custody of the Chief Executive Officer of the Society and used in such manner as may be prescribed by Council from time to time
22. The Council may, subject to the provisions of this Act and with the approval by a resolution of members, make appropriate regulations for implementation of specific clauses, which shall be binding on all members of the Society
23. (1) The Council shall nominate the Society's representatives to statutory, public or other bodies to serve and articulate the objects of the Society.
- (2) A person who has been nominated to such a body shall seek guidance and directions from the Council on matters affecting the Society and shall, regularly and when required, report to the Council.
- (3) A person who has been nominated to serve on any statutory, public or other body may, at any time, be recalled by the Council notwithstanding that the position may have been gazetted, and the Council shall replace the vacant position within fourteen days as per **Schedule VI (Recall of nominated representative)**. The person nominated to fill the vacant position shall serve for the unexpired term.

The secretary general and the secretariat

24. (1) The council shall establish a secretariat headed by the secretary general.

Management of the secretariat

- 25 (1) The secretariat shall be managed by the Chief Executive Officer (CEO) who shall be recruited by the council through a transparent and competitive process.
- (2) The CEO shall be responsible for the day-to-day administration and management of the Secretariat and the affairs and functions of the Society as the Council shall determine.

Branches

- 26 (1) The Council shall establish branches in accordance with **Schedule V (Formation of Branches)** of this Act.

Funds

27. (1) The society shall generate funds from the following activities:

- (a) Subscription and membership fees.
 - (b) Returns from economic activities of the society
 - (c) Income from investments
 - (d) Contribution and donations from public and private entities
 - (e) Contribution and donations from international agencies
 - (f) Other sources as may be determined by the council from time to time
- (2) The funds of the Society may be used for the following purposes:
- (a) Acquisition of the Society's property
 - (b) Operations of the Society
 - (c) Salaries, wages and allowances.
 - (d) Allowances and other expenditures of trustees and the council incurred in the interest of the society
 - (f) Any other expenses incurred in meeting the objectives and mandate of the Society
- (3) All moneys and funds shall be paid to the society in any bank or banks approved by the Council and shall be accounted for by the treasurer.
- (4) 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 accounts 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.
- (5) A sum not exceeding KShs. 10,000 or any other amount authorised by the Council may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- (6) The Council shall have power to institute disciplinary processes to 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/her place.
- (7) The financial year of the Society shall be from 1st January to 31st December

Trustees

28. (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 appointed at an annual general meeting for a period of five years in accordance with **Schedule VI (Appointment of Trustees and Operation of the Trust)**. On retirement such trustees shall be eligible for re-election for a final term of 5 years.
- (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.
- (3) The trustees shall pay all income received from property vested in the trustees to the society.
- (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 authorise expenditure of such moneys as it deems fit.

Auditor

- 29 (1) An auditor for the following year shall be appointed by the general meeting on recommendation by the council.

All the Society's accounts, records and documents shall be opened 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 six weeks and not more than three months before the date of the annual general meeting.

- (2) A copy of the auditor's report on the accounts and financial 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 fees for his duties as may be resolved by the Council.
- (3) No auditor shall be an office bearer or a member of the council of the society.

Dissolution

- 30 (1) The Society shall not be dissolved except by a resolution passed at an annual general meeting by a vote of two-thirds of the members present or on repeal of this Act.

- (2) The quorum at the meeting shall be as shown in 5% of the membership of the society. 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.
- (3) 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.
- (4) 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.
- (5) 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.

SCHEDULES OF THE BILL

SCHEDULE – I

ENVIRONMENT INSTITUTE OF KENYA MEMBERSHIP ELIGIBILITY CRITERIA

1. Introduction

The purpose behind the criteria is to ensure that:

- The membership reflects a high level of professional competence and integrity;
- EIK members are recognized as professionals in their field by other professions and by organizations whose work impinges on the natural environment;

1.1. Definitions

For the purposes of this document, the following terms are used with the intended meaning as defined

Environmental management: The ecological management of the natural environment

Relevant Qualification: Depending on the content, an undergraduate science degree from a recognized university might be considered relevant and / or in addition to relevant training in EIA:, and any other qualification or experience which may be deemed equivalent.

Environmental practitioner: Person who has undertaken environmental assessments (Environmental Impact Assessment, Strategic EIA, Environmental Audits, Environmental Monitoring and survey) that have been accepted as valid by the relevant Government Authority or Agency mandated with the receipts of such reports.

2. MEMBERSHIP CATEGORIES

- a) Any person over the age of eighteen years with the relevant qualifications and /or practical experience to practice in the profession of integrated environmental management shall subject to the approval of the committee, become a member on payment of an entrance fee which will be determined by the Institute from time to time
- b) Every member shall pay an annual subscription fee to be determined by the Institute from time to time.
- c) The following shall be the categories of membership

2.1. NON PRACTICING MEMBERSHIP

The categories below will fall under non-practicing membership

1. Honorary membership
2. Affiliate membership
3. Student membership
4. Corporate Membership

2.1.1. Student Membership

Applicants must be engaged in a course leading to an examined degree, HND or equivalent qualification in a relevant subject.

Upon graduation, those wishing to remain members of EIK should apply for Affiliate membership.

2.1.2. Affiliate Membership

Affiliates of the Institute are those who have satisfied the Institute that they have acquired or wish to acquire skills in the environment field but who may have insufficient experience of professional practice at a high level of competence and/or lack a relevant qualification.

2.1.3. Honorary membership

Those distinguished individuals who have shown exemplary stewardship towards the environment and have a proven track record of consistently standing up for the environment in the course of their duties or lifetime and who are otherwise not qualified for membership in other categories.

2.1.4. Corporate membership

Corporate membership is granted to firms that have interest in environmental management activities.

2.2. PRACTICING MEMBERSHIP

1. Fellow member
2. Lead membership
3. Associate membership
4. Firms membership

2.2.1. Fellow Membership

Those distinguished individuals who have shown exemplary stewardship towards the environment and who have at least 15 years of professional experience in the environment field subject to the approval by the Institute

2.2.2. Lead Membership

Applicants for Lead Membership must be currently engaged in or actively seeking professional practice in the management of the natural environment.

Academic qualifications and professional experience:

- An undergraduate degree in a relevant¹ subject and have a minimum of five years of relevant post qualification professional experience or
- A Master's degree in a relevant subject (and having at least three years relevant post qualification professional experience; or
- An academic PhD degree in a relevant subject and having at least two years relevant post qualification professional experience

2.2.3. Associate Membership

Associates must be currently engaged in or actively seeking professional practice in the environmental field.

Academic qualifications and professional experience

- Higher National Diploma in a relevant subject having at least one year relevant post qualification professional experience
- Diploma of not less than 1 year from a relevant subject from a recognized institution having at least two years relevant post qualification professional experience
- An undergraduate degree in a relevant subject²
- Those with fewer years' professional experience than required should acquire Affiliate membership, while they complete the qualifying period for Associate membership.

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2.2.4. Firms membership

Firm's membership is granted to firms that are engaged in environmental management activities. The following conditions apply

- The firm has a certificate of registration of a business name or certificate of incorporation;
- The firm has at least one individual duly registered as a Lead member of the EIK and who has a valid practicing certificate; and
- The firm fulfills any other condition as may be stipulated by the Institute

SCHEDULE – II

We adopted the joint Code of Practice and Professional Ethics developed by NEMA and EIK which is in the EIA Regulations, 2018.

SCHEDULE – III

ENVIRONMENT INSTITUTE OF KENYA ELECTION PROCEDURES FOR COUNCIL MEMBERS

1. Citation

“Hybrid meeting” means a meeting where some of participants are in the same physical location while other participants join the meeting through electronic means including videoconference, audio conference, web conference, or such other electronic method.

“Paid-up member” A registered member who have cleared annual membership subscription fee.

“Returning Officer” A person nominated from the sitting members to conduct and oversee the elections of the Institute.

“Virtual meeting” means a meeting where all the members join and participate in the meeting through electronic means including video conference, audio conference, web conference, or such other electronic method.

2. Eligibility

(1) A person is eligible for election as a council member if the person-

(a) is a fully paid-up member of the Institute.

(b) is a lead member or associate member both of whom shall have five years continuous membership.

(c) has not been found liable for professional misconduct by the Disciplinary Committee established by the Council in two years immediately preceding the election

(d) meets the requirements of Chapter Six of the Constitution

(2) A person shall be eligible to participate in the election if that person;-

(a) is a fully paid-up member of the Institute.

(b) is a lead member or associate member.

3. Nominations

- (1) Individuals interested in vying for elective positions shall have a minimum of three (3) proposers and three (3) seconders.
- (2) The individuals interesting in vying, the proposer and seconder shall be fully paid-up members of the Institute.
- (3) The nomination timescale shall be as follows:
 - i. Nominations shall start 30 days before the date of AGM
 - ii. Nomination shall close on the 15th day before the date of AGM
 - iii. Successful candidates shall be notified at least 5 days after the close of nominations.

4. Elections

- (1) Election shall be by secret ballot.
- (2) Procedures for elections must be free, fair and transparent.
- (3) The sitting council shall from the members present, appoint the election Returning Officer who shall have powers to;
 - i. Preside over and conduct the elections
 - ii. Announce the election results
 - iii. Destroy ballot papers with the permission of the AGM
- (4) The returning officer may give candidates an opportunity at the AGM to explain their candidacy.
- (5) Voting by electronic means.
 - i. The Returning Officer shall utilize the tools available on the virtual platform, to facilitate the electronic voting process for all members.
 - ii. The results of the electronic vote shall be verified and announced in accordance with the rules or constitution of the society
- (6) Council members shall be elected by secret ballot at the AGM.
- (7) The President of the Institute shall have a casting vote in every instance of a tie.
- (8) The Returning Officer shall announce the results of the elections of council members.
- (9) Elected council members shall have the first meeting during the AGM for the sole purpose of electing the office bearers and shall report back to the AGM.

SCHEDULE (VI)

RECALL OF A MEMBER NOMINATED TO REPRESENT EIK IN AN EXTERNAL BODY/ORGANIZATION

(1) The council may, before the end of the term, recall a member nominated to represent the institute in a statutory/public body on any of the grounds specified in subsection (2) below:

(2) A member of EIK nominated to represent the institute in a statutory body may be recalled where the member—

(a) Is found, after due process of the law, to have violated the provisions of Chapter Six of the Constitution of Kenya;

(b) Is convicted of a criminal offense.

(c) Ceases to become a member of the Institute

(d) Fails to represent the Institute as required based on the terms of nomination

(3) A recall of a member under subsection (1) shall only be initiated upon confirmation of the grounds by the council

PROCESS

1. Preparing the Notice of Intention

The initial step for proponents interested in the recall of a nominated officeholder is to prepare a Notice of Intention, which shall be submitted to the EIK council, through the Secretary General.

The Notice of Intention shall consist of all of the following:

- The name and title of the officeholder sought to be recalled.
- A statement, of no more than 200 words, expressing the reasons for the proposed recall.
- The full name, signature, and address, including email and phone number, of each of the proponents of the recall.
- A separate submission must be made for the officer whose recall is sought.

2. Circulation of the notice

The Secretary General accepting the notice of Intention issues a receipt to the proponent of the petition, which shows the proponent's name, address, phone number, and the date of the filing.

Within 7 days of receiving the recall petition, the Secretary General notifies the officer whose recall is sought of each reason stated in the recall notice and provides that the officer to respond within 14 days.

A copy of the same shall be circulated to the council.

3. Determination

After expiry of 14 days, the council is required to make a determination within a month and notify the officer.

4. Nomination of a replacement

The council will nominate the replacement of the officer.

SCHEDULE (V)

ENVIRONMENT INSTITUTE OF KENYA GUIDELINES FOR THE FORMATION AND REGULATION OF BRANCHES

1. Formation of a Branch

- 1.1. A Branch of the Society shall only be formed in accordance with the requirements of the Society's constitution which states
- 1.2. The Council, when considering an application for the creation of a new Branch, shall take into consideration the following criteria:
 - a. That there shall be a demonstrable need, management capacity and sustainability for such a Branch to be formed in a detailed proposal.
 - b. New Branches shall be based on approved geographical regions by EIK within Kenya
- 1.3. The newly created Branch must obtain a paid-up membership of 15 registered members within one month of the formation of the Branch. The Council may then confirm the formation of the Branch.

2. Name of a Branch

- 2.1. All Branches shall be known by the name of the relevant geographical region or area of special interest, for example, 'The Environment Institute of Kenya, Nakuru Branch'.
- 2.2. The name of a Branch must be approved by the Council.
- 2.3. The name of a Branch cannot be altered unless:
 - a. a majority of registered and paid-up Branch members approving at a Branch Annual General Meeting or Special General Meeting endorses a proposed new name; and
 - b. the Council approves the new name.

3. Administration of a Branch

- 3.1. Branches shall be governed by the Objects and Rules of the Society, as listed in the Society's constitution, and by these 'Guidelines for the Formation and Regulation of Branches'.
- 3.2. Each Branch shall, subject to any exceptions set out in the Objects and Rules and the Guidelines referred to in 3.1 above, be autonomous.

- 3.3. Each Branch shall be administered by a Committee of nine (9) persons maximum, which shall be responsible for the general management of the Branch's affairs. The Executive positions shall be: Chair, Vice-Chair, Secretary and Treasurer.
- 3.4. All Branch office-bearers and Branch Executive Committee members shall be elected for a term of two year and on expiration of their term of office shall be eligible for re-election for one more final term.
- 3.5. Four (4) members shall constitute a quorum at a Branch Committee meeting.
- 3.6. A Branch Chair, Vice-Chair will be entitled on invitation to attend meetings of the Council in relation to matters directly affecting the Branch. However, no voting rights can be exercised by the Branch Chair, Vice-Chair at a Council meeting.

4. Election of Branch Committees

- 4.1. Nominations for Branch office-bearers and Executive Committee members shall be submitted in writing, signed by the nominee, and lodged with the Branch Secretary by December 31st. Each nominee shall have two seconders and two proposers.
- 4.2. Only paid-up members will be eligible for participation in elections.
- 4.3. Branch elections will be supervised by a nominee from the Council.
- 4.4. In the event of insufficient nomination(s) being received for a particular Branch Committee position(s), including any executive position, by December 31st, verbal nominations for such position(s) may be accepted at the Branch Annual General Meeting.
- 4.5. In case of absence of a candidate being available for election, the Council will appoint appropriate officials for the branch.
- 4.6. If an election is required, a secret ballot of paid-up Branch members present at the Branch Annual General Meeting shall be held.
- 4.7. In the case of insufficient nominees for any position on a Branch Committee, or in the case of a vacancy occurring, the Branch Committee shall have the power to fill such vacancy/vacancies from the Branch membership until next Branch Annual General Meeting.
- 4.8. In the event of a Branch committee's inability to appoint officials when necessary or operate the branch as required by the Council, the Council shall take over the operations and restructure the branch or propose for dissolution of the branch.

5. Membership of a Branch

- 5.1. No person shall be a member of a Branch without being a duly registered and paid up member of the Society.

- 5.2. Any member of the Society may nominate whether he/she wishes to be registered as a member of a Branch. Whilst that person remains a member of the Society, he/she shall retain membership of that Branch, until such time as he/she advises the Council in writing otherwise
- 5.3. No person shall hold office in more than one branch.
- 5.4. The Council shall supply the Branch with a membership list at least twice yearly, upon request by the Branch Secretary.
- 5.5. Only Branch Lead and Associate members registered at that branch shall be eligible to hold a Branch Committee position or to vote at a Branch General Meeting.

6. Financial Responsibilities of a Branch

- 6.1. Each Branch shall be financially self -supporting.
- 6.2. Each Branch shall operate an account with a bank. Signatories to the account will be Branch Chairman, Branch Treasurer and a Committee member.
- 6.3. The Council auditor shall be the Branch auditor and shall have the following duties in relation to the branch
 - i. Have the power, at any time, to examine the minute books, bank pass books, record of investments, account books, accounts, vouchers or goods held by the Branch Secretary, and Treasurer as appropriate.
 - ii. He/she shall audit the annual financial statements and certify them prior to presentation to the Branch Annual General Meeting.
- 6.4. Branches may raise revenue from the proceeds of raffles, sales of goods and services, and any other legally accepted fund-raising activity deemed appropriate by the Branch Committee
- 6.5. No financial commitment shall be undertaken where expenditure would exceed the total Branch funds available at the time. In the event of this rule not being adhered to, the Branch Committee shall be immediately dissolved and the Council will assume control of that Branch's affairs.
- 6.6. Branches shall be prohibited from borrowing funds without express authority from the Council.
- 6.7. Each Branch shall submit Annual Report and Audited Financial Statement for the previous year (ended December 31st) to:
 - i. the Secretary General of the Society no later than March 1st; and
 - ii. Members of the Branch concerned at its Branch Annual General Meeting.

7. Branch Meetings/Activities

- 7.1. Regular Branch General Meetings and other Branch activities should be arranged for the benefit of members and for the purpose of advancing the profession. Such meetings/activities should be conducted in accordance with the Objects of the Society (see ‘Objects’ in the Society Constitution).
- 7.2. Notice of forthcoming Branch General Meetings, where possible, and the Branch Annual General Meeting shall be notified to all members and to the Society Council in writing at least 21 days before the date of the meeting.
- 7.3. Brief details of past Branch General Meetings shall be provided to Society Council
- 7.4. Any member of the Society may attend any Branch General Meeting, but voting rights on branch matters shall be the preserve of paid up branch members only
- 7.5. The Annual General Meeting of each Branch shall be held in the month of February.
- 7.6. With the exception of attendance at Branch General Meetings, Branches may levy fees or surcharges on non-Branch members who participate in Branch activities.

8. Branch Stationery

- 8.1. Official artworks for stationery for each Branch shall be supplied by the Council for purposes of harmony
- 8.2. The stationery shall be headed “The Environment Institute of Kenya” with the name of the Branch beneath the heading and with a print size no larger than that used for the name of the Society.
- 8.3. The stationery shall have the Society’s logo in the top left hand corner; however, each Branch may have their individual logo in the top right hand corner.

9. Public Statements of Policy

10.1 A Branch shall not issue statements relating to matters of Society policy to the general public or the media. Such statements of policy shall only be issued, where necessary, by the Council

10. Branch Publications

- 10.1. Each Branch is able to print and distribute its own newsletter, observing copyright laws.

- 10.2. A copy of all newsletters published by Branches should be sent to the Council within one
Month of their publication.

11. Dissolution of a Branch

- 11.1. If, on the dissolution of a Branch, there remains any assets or debts whatsoever, the same shall be transferred to the Council to be held in a Trust Fund for up to two years. Monies from this Trust Fund can be distributed to a new Branch at the absolute discretion of the Council.
- 11.2. A Branch shall be dissolved if its membership falls below fifteen members.
- 11.3. A Branch shall be dissolved if a two-thirds majority of paid-up Branch members, voting at a Branch Annual General Meeting or Special General Meeting, support a motion of dissolution.
- 11.4. A branch may be dissolved under directive from the Council under appropriate circumstances.

SCHEDULE – VI

ENVIRONMENT INSTITUTE OF KENYA PROCEDURES FOR APPOINTMENT OF TRUSTEES AND OPERATION OF THE TRUST

1. Citation

A Trust Deed will be formalized as trust instrument for EIK Trust Management.

All content of this document shall form part of the Trust Deed as appropriate.

A Board of Trustees will be established under Trust Deed

Trust will be governed by existing laws of Kenya.

2. Appointment of trustees

- (1) There shall be 5 trustees who shall form the trust of EIK.
- (2) A trustee will be elected and appointed for a term of 5(five) years. No trustee will serve more than two consecutive terms of Five years each.
- (3) Three of five trustees shall retire in every 5 years. New three trustees will be elected accordingly at AGM/SGM.
- (4) Three of current five trustees will retire on first anniversary of trust establishment. They will be entitled for election for one more term after second anniversary.
- (5) There will be minimum three trustees at all time for trust to remain valid and operational.
- (6) If any vacancy at trust arises for any reason, remaining trustee shall appoint required number of trustees to be minimum three and not more than five until next election at AGM/SGM.
- (7) Trustee shall not draw any remunerations.

3. Eligibility

- (1) A person is eligible for election as a trustee if the person
 - (a) is a fully paid-up member of the Institute
 - (b) is a lead member or associate member both of whom shall have five years continuous membership.
 - (c) has not been found liable for professional misconduct by the Disciplinary Committee established by the Council in two years immediately preceding the election

(d) meets the requirements of Chapter Six of the Constitution

(2) A person shall be eligible to participate in the proceeding of the election of trustees if that person;-

(a) is a fully paid-up member of the Institute.

(b) is a lead member or associate member.

(3) Any employee or member of Executive Council is barred from being elected as trustees

4. Nominations

a. Individuals vying as trustee shall have a minimum of three (3) proposers and three (3) seconders.

b. The Candidates, the proposer and seconder shall be fully paid-up members of the Institute.

c. The nomination timescale:

Nominations shall start 30 days before the date of AGM/SGM

Nomination shall close on the 15th day before the date of AGM/SGM

Successful candidates shall be notified at least 5 days after the close of nominations.

3. Election

(10) Procedures for elections must be free, fair and transparent.

(11) The sitting council shall from the members present, appoint the election Returning Officer who shall have powers to;

iv. Preside over and conduct the elections

v. Announce the election results

vi. Destroy ballot papers with the permission of the AGM

(12) The returning officer may give candidates an opportunity at the AGM/SGM to explain their candidacy.

(13) Trustees shall be elected by secret ballot at the AGM/SGM

(14) Candidate vying as trustee must secure not less than 65 % of votes cast by membership present at AGM or SGM.

(15) Candidates receiving top three highest numbers of votes (which will more than 65% of vote cast by present membership at the AGM/SGM) will be declared elected.

(16) If no candidate/s achieve 65% threshold, current Trustee/s shall continue as Trustee until next election.

- (17) If fewer than three trustees are required to be appointed as elected, there will be ballots division as to who will continue as remaining required trustee among retiring trustees to comply to regulation 2(3).
- (18) If the trustee/s is/are not clearly and procedurally elected to fill the vacant position/s of trustee/s, remaining trustees will appoint required trustee/s until next election to make minimum three trustees as per 2(5).
- (19) While Establishing trust and election of trustee first time ever, rule 3(5) will not apply. AGM/SGM can still elect first 5(five) trustees on majority principle.
- (20) The President of the Institute shall have a casting vote in every instance of a tie.
- (21) The returning officer shall announce the results of the elections of the members of trustee.

4. Trustee's powers

- (1) Trustees will have power for Administrative actions for prudent management in the discharge of the duty to maintain the trust estate.
- (2) A trustee's powers are fiduciary in nature. Fiduciary powers must be exercised bona fide.
- (3) Trustees shall be accountable to the membership of EIK

5. Trustee's duties

- a. Trustee shall keep the trust property in a state of security and maintained all the time.
- b. Trustees shall invest profitably whenever there is a surplus fund or undertake appropriate income generating authorized investments.
- c. Trustee shall pay the expenses and debts of the trust
- d. Trustees shall keep accounts and records
- e. Trustees shall present for approval and adoption annual report to AGM which includes certified accounts and other affairs
- f. Trustees will manage their own management affair.
- g. Trustee will have no role of any kind in the management of the Council

In event of trustees to be less than three, remaining trustees will appoint at least one trustee until AGM or SGM elects new trustee.

6. Term of Office

- (1) A trustee's term will be ended by;-

- i. an express power in the trust instrument
- ii. by the AGM or SGM if he/she breaches the trust and a vote for removal is passed by at least by 65% of membership present at AGM/SGM
- iii. court order
- iv. regular retirement
- v. voluntary resignation of trustee

SCHEDULE (VII)

GUIDELINES FOR APPOINTMENT OF ENVIRONMENT INSTITUTE OF KENYA ADVISORY COUNCIL

PART I: PRELIMINARY

Generally.

1. The EIK Council shall appoint an Advisory Council.

Definitions

(i) "**Advisory Council**" means a working Council as established under constitution of EIK and appointed by the EIK Council to advise and make recommendations to the EIK Executive Council. And for achieving objects of the EIK constitution and provide guidance on ways and means for sustainability and development of EIK. Advisory Council shall be created from outside EIK Council membership.

(ii) "**Misconduct**" includes failure to declare a conflict of interest and failure to comply with any applicable requirement of the EIK rules and regulations

(iii) "**Non-performance of duty**" includes unexcused absence in more than 50% of scheduled meetings within a single calendar year.

(iv) Reference to EIK Council and EIK Executive Council carry same meaning.

(v) Chairman is the position which is gender neutral

PART II: APPOINTMENT AND OFFICE

Membership

2. (1) All members of the Advisory Council shall be appointed by the EIK Council. The EIK Council will appoint the Chairman of Advisory Council

(2) The Advisory Council shall comprise of the Chairman and seven (7) Council members.

Officials.

3.1 The Advisory Council will have EIK secretariat as its administration secretariat.

Advisory Council will manage their own procedure, affair and structure.

3.2 The Chairman shall:

- a) Set the agenda that is consistent with objects of EIK constitution.
- b) Preside at all meetings.
- c) Be responsible for maintaining communication with the EIK Council and management.
- d) Call special meetings.
- e) Be responsible for attendance of members and report to the EIK Council if and when repeated absences impair a member's ability to serve on the advisory or Council.
- f) Ensure that minutes of all meetings are provided to EIK Council within 15 days from date of particular meeting.
- g) Undertake any assignment requested by EIK Council

3.3 The CEO of EIK shall serve as secretary to the Advisory Council.

PART III: ELIGIBILITY, APPOINTMENT, VACANCY, TERM AND REMOVAL OF MEMBERS

Eligibility

4. (1) A person is eligible for appointment as a member of Advisory Council if the person
- (a) is a fully paid-up member of the Institute
 - (b) is a lead member both of whom shall have fifteen years continuous membership.
 - (c) has not been found liable for professional misconduct by the Disciplinary Committee established by the Council in two years immediately preceding the election
 - (d) meets the requirements of Chapter Six of the Constitution
- (2) Any employee or member of Executive Council is barred from being elected as a member of Advisory Council.

Appointment

5. (1) The EIK Council shall appoint members to the advisory council if deemed qualified pursuant to the enabling provision at the time of appointment.
- (2) EIK Council shall determine criteria for appointments to the Advisory Council
 - (3) EIK shall appoint members from Academia, Civil Society, Private Sector, Development Partners and Professional Bodies
 - (4) EIK shall reserve maximum two positions for former council members. No more than two members of the Advisory Council shall be former members of EIK Council.

(5) When making appointments, the EIK Council shall consider the gender and geographic diversity of the membership of councils.

Criteria for advisory committee appointment

6. (1) Advisory Council shall have gender compliance requirement

(2) LEMS Committee will have potential advisory council members identified, screened, vetted, and recommended for appointment.

(3) Prospective members will prove information in designated form from EIK

(4) Person should;

- i. Have at least 10 years of past experience, knowledge and skills in the sector of expertise
- ii. Be person of integrity and credibility
- iii. Be ready to offer at least consolidated 12 hours for meetings in a year.
- iv. Be conversant or understand with EIK objectives
- v. Be age of 45 years and above
- vi. Should not be practicing EIA /EA expert.
- vii. Be non-political
- viii. Is not employee or officer of national or county government

Vacancy

7. (1) If a position becomes vacant before the expiration of the term, the Council shall appoint a person to fill the vacancy for the remainder of the term.

(2) Initial terms for a newly created advisory council shall be staggered by an EIK Council resolution of appointment so that a majority of the positions do not become vacant in the same year.

(3) If the Council fails to appoint a successor prior to the expiration of a term of office, the predecessor shall continue in office until a successor is duly appointed.

Term

7. (1) No Advisory Council member shall serve more than two consecutive terms of two years as either Chair.

(2) Each member of the Council shall serve no more than two consecutive terms of maximum of three years.

(3) The EIK Council may revoke appointment of any member including Chairman to the Advisory Council through a resolution at an EIK Executive Council meeting.

Removal of Members

8. An advisory council may recommend removal of one of its members to the EIK Council for “misconduct” or “non-performance” of duty.

PART IV: OPERATION

Conflicts of Interest

9. Where a potential conflict of interest exists with an agenda item, these are to be declared by members and secretary.

Quorum

10. For The purpose of the quorum of the Advisory Council meeting, a meeting will be properly constituted: If;

- (1) Half that number present; if the total number of members of the council present are in even number or
- (2) A majority of the members, if the total number of members of the Council is an odd number,
- (3) Apologies by a member for the meeting shall be considered as member present.

Meetings

11. (1) Advisory Council shall meet twice a year as per its own calendar but not less than one meeting every six month in a year.

(2) EIK Council shall provide **Terms of Reference (ToR)** for functions of the Advisory Council.

- i. To advise and make recommendations to the EIK Executive Council for achieving objects of the EIK constitution
- ii. To provide guidance on ways and means for sustainability and development of EIK.

Vote

12. Except as otherwise expressly provided by the EIK rules and regulations, the concurrence of a majority of members present and eligible to vote shall be necessary to decide any question.

Recommendations

13. All recommendations and communications to the EIK Council shall be made in writing, signed by the Chairman

Allowances

14. No member of Advisory Council shall be paid any remuneration of any kind. Sitting allowances and appropriate reimbursement for the official meetings for Advisory Council shall be determined by EIK Council as per the recommendation of Finance and Administration Committee.

Rules of Procedure

15. An advisory council may from time to time adopt and amend rules of procedure consistent with the rule and regulation of EIK.

Review

16. The Terms of Reference for this Council may be reviewed by the EIK Council at the beginning of each Advisory Council term and when is required.

Management Support

17. The Chief Executive Officer will ensure provision of management and administrative support to the Advisory Council.