

MEMBLEY PARK RESIDENTS ASSOCIATION

CONSTITUTION

THE CONSTITUTION OF MEMBLEY PARK RESIDENTS ASSOCIATION

1. NAME STATUS AND GEOGRAPHIC AREA:

- i. The name of the Society/Association shall be **MEMBLEY PARK RESIDENTS ASSOCIATION** hereinafter called (“the Association”). It shall be a non-profit residents organization registered as a society pursuant to Chapter 108 of the Laws of Kenya.
- ii. The Association shall cover the geographic area covered by Uiguano wa Kirere, Daykio Plantations (Family Finance) Wangunyo Farm and Kahawa Sukari B (together called “**MEMBLEY**”). The Association is also concerned about the estates neighbouring MEMBLEY as well as residents associations to the extent that their activities may affect or impact on the residents of MEMBLEY.
- iii. The postal address of the Association shall be **P.O. Box 7303-00300**, Nairobi
- iv. MEMBLEY Estate is a CONTROLLED DEVELOPMENT AREA as stipulated in the leasehold title and special conditions Clause 5 and 6 which restrict development and occupancy as single storey, single dwelling unit, bungalow or maisonette.
- v. The Association is NON political and no member shall use the Association to advance their own or any other person(s) political interest.

2. MISSION:

The Mission of the Association is:

“To enhance the quality of life for the residents of MEMBLEY by enhancing the use and enjoyment of properties owned or leased in MEMBLEY.

The Association is concerned with safety, security, traffic control, alleviation of nuisance, protection of environment, water and resource management, beautification, cleanliness, open spaces, planning, development, licensing and all issues that may affect the residents and their quality of life while in MEMBLEY. The Association will strive to facilitate communications among the residents and

between the residents and the central and municipal governments in matters that affect them in MEMBLEY”

3. AIM AND OBJECTS:

The objects of the Association are to enhance the quality of life for the residents of MEMBLEY by engaging in acts which promote, protect, improve and develop MEMBLEY including:-

- a. Representing MEMBLEY residents in all forums including County and/or governmental committees where there is need to promote, improve and protect the interests of the residents;
- b. Formation of corporate entities aimed at enhancing the objects of the Association;
- c. The assistance and promotion of social activities within the membership for recreation and enjoyment as well as the encouragement of the growth of a community spirit and sense of responsibility;
- d. The promotion of environmental awareness, protection and development of the common and natural resources within MEMBLEY;
- e. The promotion of social services within MEMBLEY and the region;
- f. The supervision and enforcement (in liaison with relevant County and Government authorities) of all developments in conformity with laid out guidelines and interests of the residents of MEMBLEY;
- g. The enhancement of security within MEMBLEY and the region.
- h. The improvement of members’ welfare within MEMBLEY and protection of common interests from external factors;
- i. Safeguard common areas and amenities for the enjoyment of the MEMBLEY residents
- j. Performing such charitable and other lawful activity for which non-profit associations may perform in Kenya;
- k. Any other object related and incidental to the above which the members may at their discretion consider capable of being carried out for the benefit of MEMBLEY.

4. MEMBERSHIP AND CODE OF CONDUCT:

A. *Membership*

The Association shall have two levels of membership: Corporate and Individual:

Corporate Membership

- i. Corporate membership shall be for all Courts in the geographical area described as MEMBLEY.
- ii. All Courts will be required to sign a corporate membership affirming their shared vision and commitment to the overarching Membley Park Residents Association
- iii. Such affiliated Courts will thus be represented on the **Governing Council** of the Estate

Individual Membership

Individual membership shall be for any person who:

- i. Is a registered property owner and their spouse in MEMBLEY; or
- ii. Is a tenant of a registered property in the Estate;
- iii. If the property or lease in the Estate is registered under a body corporate (e.g. church, business) a director or authorized officer of that body corporate.

AND has attained the age of 18 years shall be eligible for membership upon payment of such fees and or subscriptions as are prescribed by the Association from time to time.

- 4.1. Registration as individual members shall be done at Court level and returns made to the MEMBLEY Association Executive.

- 4.2. Every owner and spouse or tenant of a registered property shall be deemed one member.
- 4.3. The membership fees are non-refundable and will not be refunded even in the event of ceasing to be a member.
- 4.4. Associate membership is a membership without voting rights open to people who do not live in MEMBLEY but who are interested in helping the Association achieve its aims. The Executive Committee will decide whether to grant associate member status and for what duration.

B. Cessation of Membership

Membership to the Association may cease on the following grounds:

- (i) Member stops owning a property or living in MEMBLEY;
- (ii) If one ceases to be a tenant in a property within the Estate;
- (iii) By such other reasons as death, transfer of tenant etc.

C. Code of Conduct of Members

- i. Members shall conduct themselves in a manner that will not cause offence to others. Harassment, bullying, intimidation, or discriminatory behaviour will not be tolerated
- ii. Members shall at all times conduct themselves in a reasonable manner at meetings or in premises used by the Association and in conformity with the Constitution and Code of Conduct at all times.
- iii. Members cannot receive any payment from the Association other than for bona fide expenses agreed by the Committee and approved in advance.
- iv. Members must never use their position to seek preferential treatment (including political ambitions) for themselves, their family or relatives.
- v. Statements to the media or other organizations on behalf of the Association shall be made only by the Chairperson or Committee members with the prior approval of the Committee.

5. SUBSCRIPTIONS

- a. A member's joining fee and annual subscriptions shall be required from each member (excluding honorary members) to enable the Association to run its affairs. Members at a General Meeting shall approve the fees and annual subscription.
- b. The subscriptions and contributions shall be due on every 1st January of each year or at the point of joining the Association.
- c. The payment of the annual subscription shall confer membership and voting powers during the general meetings.
- d. A member whose subscriptions or dues or any other part thereof, are unpaid or in arrears, shall not be entitled to vote on any matters at any meeting of the Association.

6. ORGANIZATION AND MANAGEMENT STRUCTURES

6.1 Organization

The basic unit of organization of Membley Park Estate shall be the **COURT**. A **COURT** is a geographically demarcated zone under the management of a duly elected **Court Leadership Committee**. The number, size and composition of the Courts shall be defined and determined from time to time by a simple majority at an Annual General Meeting (AGM) of the Association. The members of each Court shall be at liberty to name the Court with a name deemed fit as long as it does not offend, irritate or conflict with beliefs or other names used by other members of Membley Park Estate.

6.2 Management structures

The Association shall consist of three tiers of management:

- a. Court Leadership Committee (CLC)
- b. The Governing Council (GC)
- c. The Executive Council (EC)

The **Court Leadership Committees (ELC)** is the basic unit of representation. The CLC shall consist of duly elected office at Court level.

The **Governing Council (GC)** shall comprise of two representatives from the affiliate Courts; the **Court Chairperson** and a **Women Representative**. The GC shall serve as the Electoral College and Advisory Committee of the Association.

The **Executive Council (EC)** shall be the implementing organ of the Association. The EC shall be elected from among the Court representative constituting the **Governing Council (GC)**.

The three tiers shall play a complementary role and shall always be guided by this Constitution at all times.

This Constitution advocates for equity in gender representation at all the three levels of leadership.

6.2.1 COURT LEADERSHIP COMMITTEE

i. Composition:

The **COURT LEADERSHIP COMMITTEE** shall be the unit of representation at Court level. The court leadership shall consist of the following:

1. The Chairperson
2. The Vice Chairperson
3. The Secretary
4. The Assistant Secretary
5. Treasurer

ii. Election of Court Leadership Committee

The Court Leadership Committee shall be democratically elected through a Court Annual General Meeting (AGM) and approved by not less than half of the court

residents for a one year period renewable only once. The Court AGM shall be held at least one week before the main Membley Park Resident Association AGM. Any Court leader who resigns, ceases to be a member of the court, is rendered incapable, or is rejected by the Court residents shall be replaced through a Court Special General Meeting following the normal election procedures.

iii. **Responsibilities of Court Leadership Committee**

The Court Leadership Committees shall be responsible for the following matters:

1. Representing Court residents on all issues or mutual interest
2. Registration of members
3. Organizing security in the Courts
4. Providing first level approval of the all development plans
5. Overseeing and coordinating all developments to ensure conformity with laid out guidelines
6. Coordinating all welfare issues for the Courts
7. Liaising with the Executive Committee on all overarching matters of mutual interest and benefit to the residents

The Court Leadership Committee may constitute other sub committees (e.g. Security, Environment, Welfare) to support their operations as may be deemed necessary.

6.2.2 THE GOVERNING COUNCIL (GC)

The **Governing Council (GC)** shall comprise of two representatives from each affiliate Court; the **Court Chairperson** and a **Women Representative** seconded by each Court.

Responsibilities of the Governing Council

1. The GC shall serve as the Electoral College from which the Executive Council shall be elected
2. The GC shall serve as the adviser to the Association
3. Oversight and ratification of major decisions by the Executive Council

4. Ratification of policies and bylaws enacted by the EC
5. Recall, suspend or impeach any member of the Executive Council for any misconduct or underperformance. A two thirds majority would be need for this decision to be valid.
6. Appraise performance of Executive Council and give recommendations to the General Meeting
7. The **Governing Council (GC)** shall be required to meet at least quarterly or as may be found necessary

6.2.3 THE EXECUTIVE COUNCIL

i. Composition

The **Executive Council (EC)** shall be the implementing organ of the Association. The EC shall be elected from among the Court representative constituting the **Governing Council (GC)**. The EC shall consist of the following:

1. The Chairperson
 2. The Vice Chairperson
 3. The Secretary
 4. The Vice Secretary
 5. The Treasurer
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- (a) Members to the GC who will have been elected to the EC shall be required to relinquish their roles at the Court Leadership Committee and assume full responsibility at Membley Association Leadership
 - (b) The affected Courts whose representatives to the GC will have been elected to the EC shall be required to elect new members who will also represent them at the GC.
 - (c) The outgoing Chairperson or any other member of the outgoing Executive Council may upon request by the incoming Committee be coopted as an ex-officio member of the Committee for purposes of handing over and

historical memory of the Association. Such a member will have no voting rights on the EC.

- (d) The quorum for the Executive Council shall consist of four members of the Committee.

ii. Election of Executive Committee

The EC shall be elected from among the **Governing Council**. Any member of the **EC** interested in any of the above positions must express interest and present his/her vision for the office in question before being elected. The elections for each position shall be by secret ballot.

iii. Responsibilities/duties of the Executive Committee

1. Official representative of Membley residents, internally and externally
2. Safeguarding the Constitution and interests of residents in Membley
3. The custodian of all assets of the Association on behalf of the residents
4. Final approval and supervision of all developments to ensure conformity with laid out guidelines in collaboration with respective court leadership who shall be the initial approving authority for all developments in respective Courts
5. The Committee shall have powers to make rules and by-laws for the better furtherance of the objects of the Association and have the same tabled in a General Meeting for adoption
6. Constitute and coordinate relevant sub Committees as it shall deem desirable to support operations of the Association
7. Custodian of all common public utility areas such as roads, water, play around etc.
8. Liaising with the Court Leadership Committees on all overarching matters of mutual interest and benefit to the residents

6.3 Duties of Office Bearers

a. Chairperson

- i. The Chairperson shall be the principal executive officer of the Association and shall unless prevented by illness or other sufficient cause
- ii. The Chairperson shall preside over all meetings of the Executive Council and at all general meetings.
- iii. The Chairperson shall provide overall coordination of the Association functioning
- iv. The Chairperson of each meeting shall have a second or casting vote.

b. Vice Chairperson

- i. The Vice- Chairperson shall assist the Chairperson, and shall represent the Association on appropriate occasions.
- ii. The Chairperson shall also, in the absence or disability of the Chairperson perform the duties and exercise the powers of the Chairperson.

c. The Secretary

- i. The Secretary shall deal with all the correspondence of the Association under the general supervision of the Committee. In case of urgent matters where the Committee cannot be consulted, the Secretary shall consult the Chairperson or if he is not available, the Vice Chairperson. The decision reached shall be subject to ratification or otherwise at the next Committee meeting.
- ii. The Secretary shall be responsible for keeping minutes of all meetings and for the preservation of all records of proceedings of the Association and of the Committee. Minutes of each meeting shall be submitted for confirmation as the first business of the subsequent meeting.
- iii. The Secretary shall also keep an up to date record of the members.

d. Assistant Secretary

In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary and such other duties as shall be assigned by the Committee.

e. The Treasurer

- i. The Treasurer is authorized to receive all subscriptions or other monies on behalf of the Association and to give receipts, and may incur necessary expenses for stationery, postage, printing or typing.
- ii. No other expenditure may be incurred without the consent of the Committee.
- iii. The Treasurer shall receive and shall also disburse, under the directions of the Committee, all moneys belonging to the Association and shall issue receipt for all moneys to the Committee and to the members that proper books of account of all money's received and paid by the Association are written up, preserved and available for inspection.
- iv. The Treasurer shall keep accounts of income and expenditure and a summary of these shall be produced at each meeting of the Committee, if called for at reasonable notice.
- v. Audited accounts for the calendar year shall be submitted to the members at the same time as the notice convening the Annual General Meeting.

7. RESIGNATIONS AND REMOVAL:

- a) Any member of the EC may resign at any time on notifying the Secretary in writing.
- b) Any EC member who ceases to be a member of the Association shall automatically cease to be a Committee member and or an office bearer thereof.
- c) Any officer or member whose actions, in the opinion of the Association, are considered to be inimical to its best interests may be required to resign by two thirds majority of members of the EC and ratified by the Governing Council. Such changes shall be communicated to the Court Leadership Committee (CLC). The Secretary shall inform the member concerned not less than seven days prior to the meeting called to discuss him.

- d) If any member of the EC resigns, is removed or in any other manner vacates office, or if a vacancy on the Committee is unfilled for any reason, a special session of the **Governing Council** will be convened and a new member elected to the position until the expiry of the current term.

8. STANDING SUB COMMITTEES

The Association shall have the following standing sub committees:

- a. Infrastructure and development
- b. Enforcement and Compliance
- c. Security
- d. Water and Environment
- e. General Welfare
- f. Electoral

Operations of the Sub-Committees

- i. Nominations of members to the various sub Committees shall be done by the Executive Council and ratified by the Governing Council
- ii. Such member nominated to the various sub Committees shall be persons of good standing, professionals in the respective areas and passionate to serve
- iii. Names of the persons nominated to the various sub-Committees shall be publicly communicated to the Court Leadership Committees (CLC) and the residence at large.
- iv. The Sub-committees shall report to the Executive Council.
- v. The Sub-Committees shall nominate a Chairperson and a Secretary to oversee its sessions
- vi. The sub-Committees shall agree in advance the terms of reference.
- vii. All sub-committees shall keep proper accounts and records of all meetings to be made available as required to the EC, GC or the General Meeting.

9. HANDING OVER

Upon election and presentation of all the office bearers in the AGM, the outgoing officials will hand over to the incoming officials all reports, registers and record of all assets and inventories including details of the Associations bank account(s) within two weeks after the election. The handing over will be supervised by a three (3) member committee appointed by a simple majority at the AGM.

10. TENURE OF OFFICE

- a) All office bearers shall hold office for one calendar year until subsequent AGM unless one resigns, is rendered incapable, is rejected by half of his/her area residents by appending signatures, ceases to be a member of the Association or rejected by two thirds of the members of the Executive Council.
- b) The Chairperson may offer himself/herself for re-election for a period not exceeding two consecutive terms. The remaining elected officers/Committee members shall retire annually but are eligible for re-election for not more than two terms in the same position.
- c) All positions in the Executive Council and Court Leadership Committee shall be held on a voluntary basis therefore no honorarium shall be paid or claimed by any office bearer at any time whatsoever.

11. GENERAL MEETINGS:

There shall be two classes of meetings of the Association namely, the Annual General Meeting and Special General Meeting. These meetings shall serve for general update to all residents of the operations of the Association. Ratification of major decisions of the Welfare shall be done during these meetings.

- a) The Annual General Meeting shall be held no later than 31 December in each year. Notice of an Annual General Meeting shall be accompanied by the annual statement of accounts and the agenda for the meeting, The agenda for the annual general meeting shall consist of the following:-
 - i. Confirmation of the minutes
 - ii. Consideration of the accounts

- iii. Unveiling of the elected officials by the Governing Council
 - iv. Auditor's report and appointment of auditor.
 - v. Any matters as the Committee may decide.
 - vi. Any other business.
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- b) Special General Meetings of the Association may be called for any special purposes by the Secretary or by ten members of the Association written requisition to the Chairperson accompanied by a resolution on the subject to be placed on the Agenda.
 - c) Notice of each General Meeting shall be sent to the Governing Council and all Court Leadership Committees by email or any other means as found appropriate by the EC at least 21 days before the date appointed for the meeting.
 - d) A notice specifying the general nature of the business to be transacted shall be sent to each members of the Association at least 7 days before the date appointed for the meeting. Notice of any further proposal shall be issued to members before the meeting if the Chairperson thinks it desirable to do so.
 - e) A quorum at a General Meeting shall be **30%** of all registered members. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if called upon the Requisition of members shall be dissolved, but in any other case, the meeting shall stand adjourned to the same time and day of the next week at the same venue. At an adjourned meeting, such members as are present shall form a quorum.
 - f) Each paid up member of the Association shall have one vote at a General Meeting. Voting by proxy shall not be permitted.

12. PROCEDURE AT MEETINGS

- a) At all meetings of the Association, the Chairperson, or in his/her absence, the Vice Chairperson, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- b) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairperson shall have a second or casting vote.

13. FUNDS

- a) The source of funds for the Association shall be from membership fees, plan approval fees, and any other monies in from of donations or grants from any quarters. The funds for the association may only be used for the purposes of carrying out the objectives of the association.
- b) The Executive Council shall have powers to borrow from Banks and Financial institutions such amount as the committee may deem necessary for the furtherance of the mandate of the Association. A resolution to borrow any amount shall be reviewed by the Governing Council, approved and ratified at a General meeting of the resident members.
- c) All monies shall be received by and paid to the Treasurer and shall be deposited by him/her in the **APPROVED** Bank account(s) of the Association.
- d) No payments shall be made out of the bank account without a resolution of the Executive Committee authorizing such payment and all cheques on such bank account shall be signed by the Treasurer and two other officials appointed by the Executive Committee.
- e) A sum not exceeding Kshs. 10,000.00 may be kept by the Treasurer for petty disbursements where proper account shall be kept.
- f) No sum above Kshs. 100,000.00 shall be expended or committed towards a single project by the Executive Council without a resolution by members at a Governing Council.
- g) The **Governing Council** shall have powers to suspend any office bearer whom it has reasonable cause to believe is not properly accounting for any of the funds of the Association. Such suspension shall be reported to a General Meeting which shall be convened not later than two months from the date of suspension.

14. ACCOUNTS & AUDITS:

- a) A bank account shall be opened in the name of the Association at such bank and branch as the Committee may decide and that any cheque drawn on

that account must be signed by at least three (3) of the signatories appointed by the Executive Council.

- b) The Association may open and operate a mobile money payment or transfer account in its name as may be found necessary.
- c) An independent auditor shall be appointed for the following year at the annual general meeting. The auditor shall not be a resident of Membley, an officer or Committee member of the Association.
- d) All the Association's accounts, records and documents relating to the financial affairs of the Association shall be open for inspection by the auditor at any time. The Treasurer shall produce an account of the income and expenditure 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 accounts and statements and either clarify that the accounts are correct, duly vouched and in accordance with the law and accounting principles and report to the Association in what respect if any, the accounts are Incorrect, unvouched and or not in accordance with the Law.
- e) A copy of the audited accounts and auditor's report shall be furnished to members at the same time as the notice convening the Annual General Meeting is sent out for approval at that Annual General Meeting.
- f) An Auditor may be paid such honorarium for his duties as may be resolved by the Annual General Meeting.
- g) The books of accounts and all documents relating thereto and a list of members of the Association shall be available for inspection at the registered office of the Association by any officer or paid up member of the Association on giving not less than seven days notice in writing to the Secretary of the Association.

15. CONSTITUTION:

Every member of the Association is entitled to a copy of the Constitution.

16. AMENDMENT OF THE CONSTITUTION:

These rules may be changed or altered in any respect by two-thirds majority vote at a General Meeting duly convened and held with full notice of the alteration proposed.

17. TRUSTEES:

- a) The number of Trustees shall be a minimum of four and a maximum of six who shall be members of the Association and who shall be appointed at an Annual General Meeting for a period of two years.
- b) A General Meeting shall have power to remove any Trustee(s) by a simple majority. A trustee shall be eligible for re-election.
- c) The Trustees are not entitled to any remuneration but the Association will reimburse the Trustees for any expenditure properly incurred for the benefit of the Association. The deed of appointment of a trustee shall also provide for an indemnity for all lawful actions.
- d) All land, building and other immovable property and all investments and securities which shall be acquired by the Association shall be registered under the name of the Association and vested in the names of not less than three Trustees

18. SUPPORT STAFF

- a. The Association may employ additional staff to support the day to day operations
- b. Such staff shall sign contracts specifying the assignment, deliverables, duration and remunerations

19. DISPUTE RESOLUTION

The members shall in an annual general meeting elect or nominate a subcommittee of three or five members to be known as the **Dispute Resolution and Arbitration Committee (DRAC)**. Any dispute between the members, the Committee and or the Association concerning the relation or interrelation of the

Association's activities, powers and duties of any of its office bearers shall be referred to the DRAC for arbitration.

- a) At all times, effort will be made to amicably resolve the dispute among the concerned parties.
- b) If the dispute is not resolved or settled, it shall be referred to and finally resolved by arbitration under the provisions of the Arbitration Act, 1995 or any other legislation replacing it. The arbitration shall be in Nairobi. The language of the arbitration shall be English.

20. LEGAL REPRESENTATION

The Association shall appoint a legal expert as its representative on any disputes arising in the course of operations. Such a legal person shall be paid a legal fee as will be agreed upon with the EC.

21. DISSOLUTION

- a) The association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two thirds of the registered members. If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further meeting, which shall be held one month later. Notice of the adjourned meeting shall be given to all members of the association at least 14 days before the date of the meeting. The quorum for the adjourned meeting shall be the number of members present.
- b) Provided however, that no dissolution shall be effected without prior permission in writing by the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.
- c) When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the Executive Committee or any office than to get in and liquidate for cash all the assets of the Association. Subject to payment of all debts, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the dissolution of the Association is passed.