## INTERNATIONAL CHURCHES OF CHRIST WELFARE ASSOCIATION

**CONSTITUTION**

 **2023**

**Adopted on the …….. day of …………………………..., 2023**

[1.](#_30j0zll) DEFINITION OF TERMS 3

[2. PURPOSE 4](#_1fob9te)

[3. MEMBERSHIP 4](#_3znysh7)

[4.](#_2et92p0) OFFICE BEARERS 6

[5.](#_tyjcwt) DUTIES OF THE OFFICE BEARERS 6

[6. ELECTION OF OFFICE BEARERS 7](#_3dy6vkm)

[7.](#_1t3h5sf) THE COMMITTEE 8

[8.](#_4d34og8) DUTIES OF THE COMMITTEE 8

[9.](#_2s8eyo1) GENERAL MEETINGS 8

[10.](#_17dp8vu) PROCEDURE AT MEETINGS 10

[11.](#_3rdcrjn) TRUSTEES. 10

[12.](#_26in1rg) AUDITOR 10

[13.](#_lnxbz9) FUNDS 11

[14.](#_35nkun2) AMENDMENTS TO THE CONSTITUTION 12

[15.](#_1ksv4uv) DISSOLUTION 12

[16.](#_44sinio) INSPECTION OF ACCOUNTS AND LIST OF MEMBERS 13

[17. DISPUTE RESOLUTION 13](#_2jxsxqh)

[18. COMPLIANCE WITH LAWS AND REGULATIONS 13](#_z337ya)

[19. EFFECTIVE DATE 13](#_3j2qqm3)

# DEFINITION OF TERMS

Terms used in this Constitution are defined as follows:

Association**:** Refers to the International Churches of Christ (ICOC) Welfare Association

Office bearers: refer to the Five 5 members elected by the Annual General meeting

Church board: means the International Churches of Christ - Kenya's Board of Directors.

Trustees: a person or firm that holds and administers property or assets for the benefit of a third party

Paid up members: refer to a person who has complied with all the payments (annual and membership fees)

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# 2. PURPOSE

The purpose of the Constitution is to guide the functions of the association and its members in overseeing the affairs of the association and that they act in the best interest of the association and its stakeholders. These include but are not limited to:

## (a) Advocating for members’ Welfare

## (b) Empowering its members to attain social and economic well being

## (c) Educating members on social well being

# 3. MEMBERSHIP

## (a) Any adult member of the International Churches of Christ (ICOC) shall be eligible for membership with the Association and shall, subject to the approval of the committee, become a member upon payment of a non-refundable fee of Kshs. 200/- and an annual fee of 500/-

## (b) The association shall from time to time come up with products that benefit its members and every member shall pay a monthly subscription fees as per the policies under the scheme to which they subscribe to.

## (c) Any member desiring to resign from the Association shall submit his resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.

## (d) Any member may be expelled from membership if the committee so recommends and if a general meeting of the Association shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Association, or that he has contravened any of the provisions of the constitution of the Association. The committee shall have power to suspend a member from his membership until the next general meeting of the Association 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 expulsions to be considered.

## (e) 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 moneys contributed by him at any time.

## (f) Any member who falls into arrears with his monthly subscription for more than six months shall automatically cease to be a member of the Association and his name shall be struck off the register of members. The committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.

1. Any member who ceases to be a member of the International Churches of Christ (ICOC) shall automatically cease to be a member of the Association and his name shall be struck off the register of members.

# 4. OFFICE BEARERS

## There shall be an office charged with the administrative functions of the association.

## (a) The office bearers of the Association shall be:

### The chairperson

### Vice-chairperson

* + - 1. The Secretary
			2. Organizing Secretary

### The Treasurer

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### all of whom must be fully paid-up members of the Association and shall be elected at the annual general meeting to be held after every 2 years. (See also section 6 (b) below).

## (b) All office bearers shall hold office from the date of election until the succeeding annual general meeting subject to the conditions contained in sub-paragraphs (c) and (d) of this section but shall be eligible for re-election.

## (c) Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof:

1. in the event that such office falls vacant, then the committee shall appoint someone in an acting capacity until the date of the next general meeting.
2. Any member acting as an office bearer shall perform all duties of the said office and shall be fully responsible for all actions done or not done for the period he/she was acting.
3. a member shall not hold office in an acting capacity for more than 12 calendar months.

## (d) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in section 3 (d) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

# 5. DUTIES OF THE OFFICE BEARERS

## (a) Chairperson - the Chairperson shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings.

## (b) Vice-Chairpersons - the Vice-Chairpersons shall perform any duties of the Chairperson in his absence over and above being the respective heads of the departments allocated by dint of their position.

## (c) Organizing Secretary - the Organizing Secretary shall deal with all the operations of the Association under the general supervision of the Committee.

## (d) Secretary- The secretary shall deal with all the correspondence of the Association under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, he shall consult the Chairman or if he is not available, the Vice-Chairman. The decisions reached shall be subject to ratification or otherwise at the next committee meeting. He shall issue notices convening all meetings of the committee and all general meetings of the Association and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Association and of the committee.

## (f) Treasurer - the Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the Association and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The Treasurer is responsible to the committee and to the members that proper books of account of all moneys received and paid by the Association are written up, preserved and available for inspection.

# 6. ELECTION OF OFFICE BEARERS

* 1. The office bearers will be drawn from the Nairobi churches.
	2. The nomination of the office bearers shall be overseen by the leaders of the respective ICOC churches.
	3. The nomination of the office bearers from the ICOC churches shall take place at least 14 days before the annual general meeting
	4. Each ICOC church shall nominate two (2) of its congregants who must be members of the welfare to the team of office bearers
	5. The five (5) nominated members will then undertake an election by secret ballot so as to fill in the five (5) available slots

# 7. THE COMMITTEE

## (a) The committee shall consist of all the office bearers of the Association and five other members drawn from the Church board, the team of evangelists, the church finance team, the church trustees and from the team of elders all elected at the annual general meeting in each year; such committee members shall hold office until the following annual general meeting. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.

## (b) Any casual vacancies for members of the committee caused by death or resignation shall be filled by the committee until the next annual general meeting of the Association. Vacancies caused by members of the committee removed from office will be dealt with as shown in section 4 (d).

# 8. DUTIES OF THE COMMITTEE

## The committee shall be responsible for the management of the Association 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 committee shall have power to appoint such sub-committees as it may deem desirable. to make reports to the committee upon which such action shall be taken as seems to the committee desirable.

## All moneys disbursed on behalf of the Association shall be authorized by the committee except as specified in section 13 (d).

## The quorum for meetings of the committee shall not be less than five (5) members.

# 9. GENERAL MEETINGS

## (a) There shall be two classes of general meetings - annual general meetings and special general meetings.

## (b) (i) The annual general meeting shall be held not later than October in each year. Notice in writing of such annual general meetings, accompanied by the annual statement of account (see section 11 (b)) 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 electronic, or Press advertisement not less than 21 days before the date of the meetings.

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

(a) Confirmation of the minutes of the previous annual general meeting.

(b) Consideration of the accounts.

(c) Election of office bearers and the committee members (and trustees where necessary in accordance with section 10 (c).

(d) Appointment of auditors in accordance with section 11 (a).

(e) Such other matters as the committee may decide or as to which notice shall have been given in writing by a members or members to the secretary at least four weeks before the date of the meeting.

(f) Any other business with the approval of the Chairman.

## (c) A special general meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be send to all members not less than 7 days before the date thereof and where practicable by electronic or Press advertisement not less than 7 days before the date of such meeting.

## (d) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than five (5) members and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as shown in section 8 (c) and no matter shall be discussed other than that stated in the requisition.

## (e) Quorum for general meetings shall be not less than 25% of the registered members of the Association.

# 10. PROCEDURE AT MEETINGS

## (a) At all meetings of the Association the Chairman, or in his absence, the Vice-Chairman, or in the absence of both these officers, a member selected by the meeting shall take the chair.

## (b) The Chairman may at his discretion limit the number of persons permitted to speak in favour of and against any motion.

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

# 11. TRUSTEES.

## The trustee to the association shall consist of 3 members; a member of the welfare association, One member from the ICOC Kenya church board and One member from the ICOC Welfare committee.

Trustees shall have the following powers and duties;

## To hold all moveable and immovable property i.e. All land, buildings and other immovable property and all investments and securities which shall be acquired by the Association, in trust for the association.

## shall be appointed at an annual general meeting for a period of six (6) years. On retirement such trustees shall be eligible for re-election. 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.

## (b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. 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 committee which shall authorize expenditure of such moneys as it thinks fit.

# 12. AUDITOR

## (a) An auditor shall be appointed for the following year by the annual general meeting. All the Association'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 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. 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 Association in what respect they are found to be incorrect, or not in accordance with the law.

## (b) 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 annual general meeting appointing him.

## (c) No auditor shall be an office bearer or a member of the committee of the Association.

 (d) Each product will have its own internal and requisite statutory audit system.

# 13. FUNDS

## (a) The funds of the Association may only be used for the following purposes:

1. The Association’s general expenses as authorized by the Committee

 (ii) Meeting the needs of the members as per the objects of the association

## (b) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Association in any bank or banks approved by the committee.

## (c) No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and all cheques on such bank account shall be signed by the Treasurer and two other office bearers of the Association who shall be appointed by the committee.

## (d) A sum not exceeding Kshs. 1000 may be kept by the Treasurer for petty disbursements of which proper account shall be kept.

## (e) The committee shall have power to suspend any office bearer whom it has reasonable cause to believe is not properly accounting for any of the funds or property of the Association and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.

## (f) The financial year of the Association shall be from 1st January to 31st December.

# 14. AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Association must be approved by at least a two-thirds majority of members at a general meeting of the Association. They cannot, however, be implemented without the prior consent in writing of the Registrar of societies, obtained upon application to him made in writing and signed by three of the office bearers.

# 15. 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 members present. The quorum at the meeting shall be as shown in Section (9)(e). If no quorum is obtained, the proposal to dissolve the Association 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 Association at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

## (b) 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.

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

# 16. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account 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 member of the Association on giving not less than seven days notice in writing to the Association. (This section applies to registered societies only).

# 17. DISPUTE RESOLUTION

The Committee shall ensure that effective dispute resolution mechanisms are in place and that disputes with and among stakeholders are resolved effectively, efficiently and expeditiously. The committee shall also take reasonable steps to encourage members to solve their disputes through Alternative Dispute Resolution mechanisms.

# 18. COMPLIANCE WITH LAWS AND REGULATIONS

The Association shall conduct its business affairs in full compliance with all applicable laws, sections and regulations. This includes compliance with the Societies Act Cap 108, the Constitution of Kenya and all applicable laws and regulations and in line with accepted national and international standards. In this regard, the Committee shall ensure that laws, sections, regulations, codes and standards, which are applicable to the association, are identified, documented and observed.

# 19. EFFECTIVE DATE

The effective date of this Constitution is as indicated hereunder:

EFFECTIVE DATE: 20th ***May, 2023***