

HORTICULTURAL ASSOCIATION OF KENYA

CONSTITUTION

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1. NAME

The name of the Association shall be **HORTICULTURAL ASSOCIATION OF KENYA**, hereafter referred to as (the Association)

2. OBJECTIVES

The Association shall be non-political and non-profit making; its objectives shall be:

- (A) To promote horticultural science in Kenya, through the generation, dissemination, and exchange of horticultural information and technology among members.
- (B) To promote sustainable and environment friendly horticultural production in Kenya.
- (C) To promote exchange of scientific information and technology among members through periodic:
 - (i) Seminars
 - (ii) Workshops
 - (iii) Symposia
 - (iv) Conferences and Congresses.
- (D) To promote capacity building through study, research, training and teaching.
- (F) To publish or cause to be published:
 - (i) Proceedings of workshops, seminars, symposia, congresses and conferences
 - (ii) Horticultural periodicals including journals, newsletters and reports
 - (iii) Commentaries and reviews on topical issues in horticulture
 - (iv) Brochures, posters etc.
 - (v) Books, summaries or bibliographies of horticultural research relevant to Kenya.
- (F) To promote professionalism in horticulture
- (G) To promote the formation of branches for the furtherance of horticulture at local levels
- (H) To promote affiliation to regional and international professional societies, and organizations interested in horticultural marketing and environmental issues.
- (I) To promote co-operation with national institutions, societies non-governmental and other organizations with vested interests in plant science, horticultural production, marketing and environmental conservation.
- (J) To promote utilization of local expertise and resources in horticulture.
- (K) To solicit funds for promoting the Association's activities.

3. MEMBERSHIP

(A) Categories of membership

There shall be the following categories of membership:

- (i) Ordinary membership
- (ii) Student membership
- (iii) Honorary membership

- (iv) Corporate membership

(B) Ordinary membership

- (i) Ordinary membership shall be open to those engaged in research and teaching of horticultural science(s), or production of horticultural crops or any other activities involving horticulture.
- (ii) Ordinary membership shall be obtained by applying to the Secretary, on a prescribed form, and is subject to approval by the Executive Committee or any other sub-Committee that may be established for this purpose.
- (iii) Ordinary members shall have a right to vote and can be elected office bearers of the Association.

(C) Student membership

- (i) Student membership shall be open to students enrolled in national universities and institutions of higher learning, awarding degrees, diplomas and certificates in horticulture or related sciences.
- (ii) Student membership shall be obtained by an application to the Secretary on prescribed forms subject to the approval by the Executive Committee.
- (iii) Student members shall have no right to vote and shall not be elected office bearers of the Association.

(D) Honorary membership

- (i) Honorary membership shall be open to individuals who have made extra-ordinary contributions towards the achievement or furtherance of the goals and objectives of the Association.
- (ii) The Executive Committee or any other sub-Committee that may be established for this purpose, and presented for election at a subsequent ordinary Annual General Meeting (AGM) of the Association shall nominate candidates for honorary membership.
- (iii) Honorary members shall have no voting right & shall not be elected office bearers of the Association.

(E) Corporate membership

- (i) Corporate membership shall be open to societies or organizations and institutions whose goals and objectives are closely related to any aspect of horticulture.
- (ii) Corporate membership shall be obtained by application to the Secretary on prescribed forms and subsequent approval by the Executive Committee or any other sub-Committee, which may be established for this purpose.
- (iii) Corporate members shall have neither voting rights vote and shall not be elected office bearers of the Association.

4. MEMBERSHIP FEES

- (A) Registration fee of Kshs. 500 will apply under all membership categories.

- (B) Members shall pay an annual subscription fee as per the schedule stated hereunder:
- (i) Ordinary member =Kshs. 500/=
 - (ii) Student member =Kshs. 200/=
 - (iii) Corporate member =Kshs. 5,000/=
- (C) All fees shall be subject to review by the Executive Committee from time to time as may well be necessary and must be ratified by the AGM before implementation.

5. TERMINATION OF MEMBERSHIP

- (i) Any member desiring to resign from the Association shall submit his or her resignation to the Secretary, which shall take effect from the date of receipt by the Secretary of such notice.
- (ii) Any member may be expelled from the Association if the Executive Committee so recommends and this decision must be ratified by an AGM of the Association and shall be resolved by a two-thirds majority of the members present. Expulsion should be on the grounds that the member's conduct has adversely affected the reputation or dignity of the Association or has contravened any of the provisions of the constitution of the Association. The Executive Committee shall have the powers to suspend a member from the Association until the next AGM following such suspension. Notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the AGM at which his/her expulsion is to be considered.
- (iii) Any person who resigns or is expelled shall not be entitled to a refund of his/her subscription or any part thereof or any monies contributed by him/her at any time.
- (iv) Any member who falls into arrears with his/her annual subscription for more than 3 years shall automatically cease to be a member of the Association and his/her name shall be struck off the register. The Executive Committee may, however, at its discretion, reinstate such a member on payment of the total amount of subscription outstanding.

6. OFFICE BEARERS

- (A) The office bearers of the Association shall be:
- (i) The Chairman
 - (ii) The Vice Chairman
 - (iii) The Secretary
 - (iv) The Assistant Secretary
 - (v) The Treasurer
 - (vi) The Assistant Treasurer
 - (vii) The Internal Auditor
- (B) All office bearers shall be fully paid-up ordinary members of the Association and shall be elected at the Annual General Meeting (see also rule 6(C) below).
- (C) All office bearers shall hold office from the date of election until the succeeding Annual General Meeting subject to the conditions contained in sub-programmes (D) of this rule, but shall be eligible for re-election up to three consecutive terms.

- (D) Any officer who ceases to be a member of the Association shall automatically cease to be an office bearer.
- (E) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule 5(ii), provided two-thirds of the Executive Committee members approve the removal.

7. DUTIES OF OFFICE BEARERS

- (A) The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Executive Committee and at all general meetings. The Chairman shall in addition provide guidance in steering the Association into prosperity along with the Executive Committee members.
- (B) The Vice-Chairman shall perform any duties of the Chairman in his/her absence.
- (C) The Secretary shall deal with all the correspondence of the Association under the general supervision of the Executive Committee. In cases of urgent matters where the Executive Committee cannot be consulted, he/she shall consult the Chairman or if he/she is not available, the Vice Chairman. The decisions reached shall be subject to ratification or otherwise at the next Executive Committee meeting. He/she shall issue notices convening all meetings of the Executive Committee and all general meetings of the Association and shall be responsible for keeping minutes of all such meetings and preservation of all records of proceedings of the Association and of the Executive Committee.
- (D) The Assistant Secretary shall perform all the duties of the Secretary and such other duties as shall be assigned to him by the Secretary or Executive Committee whether the Secretary is present or not.
- (E) The Treasurer shall receive and shall also disburse, under the conditions of the Executive Committee, all monies belonging to the Association and shall issue receipts for all monies received by him/her and reserve vouchers for all monies paid by him/her. The Treasurer is responsible to the Executive Committee and to the members that proper books of account of all monies received and paid by the Association are written up, preserved and available for inspection.
- (F) The Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the Executive Committee & in the absence of the Treasurer shall perform duties of the Treasurer.
- (G) The Internal Auditor shall perform regular inspection of the Association's books of account and report to the Executive Committee and the AGM.

8. THE EXECUTIVE COMMITTEE

- (A) The Executive Committee shall consist of all the office bearers of the Association and four other members elected at the Annual General Meeting. The Executive Committee shall meet at such times and places as it shall resolve, but not less than twice a in a year.
- (B) The Executive Committee shall fill any casual vacancies for members of the Executive

Committee caused by death or resignation by co-opting any paid up member until the next Annual General Meeting of the Association. Vacancies caused by members of the Executive Committee removed from office will be dealt with as shown in rule **6(E)**.

9. DUTIES OF THE EXECUTIVE COMMITTEE

- (A) The Executive 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 Executive Committee shall have powers to appoint such sub-Committees as it may deem desirable to make reports to the Executive Committee upon which such action shall be taken as deemed by the Executive Committee as desirable.
- (B) The Executive Committee shall authorize all money disbursed on behalf of the Association, except as specified in rule **(14)**.
- (C) The quorum for the Executive Committee shall not be less than 6 members.

10. GENERAL MEETINGS

- (A) There shall be Annual General Meetings and Special General Meetings.
- (B) (i) The AGM shall be held not later than 30th November in each year. Notice in writing of such AGM, accompanied by the annual statements of account (see rule **13(B)**) and the agenda for the meeting, shall be sent to all members not less than 21 days before the date of the meeting, and where practicable by putting up a press notice not less than 14 days before the date of the meeting.
 - (ii) The agenda for AGM shall consist of the following:
 - (1) Confirmation of the minutes of previous Annual General Meeting.
 - (2) Consideration of accounts.
 - (3) Election of office bearers and the Executive Committee members and trustees where necessary in accordance with rule **12(C)**.
 - (4) Appointment of External Auditors in accordance with rule **13(A)**.
 - (5) Such other matters as the Executive Committee may decide, or which a notice shall have been given in writing by a member or members to the Secretary at least four weeks before the date of the meeting.
- (C) The Executive Committee may call a special general meeting for any specific purpose. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by a press advertisement no less than 7 days before the date of such a meeting.
- (D) A special general meeting may also be requisitioned for a specific purpose by order in writing to the Secretary by not less than a third of paid up members and such meetings may be held within 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 10(c) and no other business discussed other than that which is stated in the requisition.
- (E) Quorum for general meetings shall not be less than one third of the registered members of the Association.

11. 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 secret ballot or any other method agreed upon at the meeting. In the case of equality of votes, the Chairman shall have a second chance to cast his/her vote.

12. TRUSTEES

- (A) All land, buildings and other immovable property and all investments and securities, which shall be acquired by the Association shall be vested in the names of not less than 5 trustees, who shall be members of the Association and shall be appointed at an Annual General Meeting for a period of three 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 Annual 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 Executive Committee which shall authorize expenditure of such monies deemed necessary.

13. EXTERNAL AUDITOR

- (A) An External Auditor shall be appointed for the following year by the Annual General Meeting. All the Associations accounts, records and documents shall be open for the inspection by the External 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. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouchered and in accordance with the law or report to the Association in what respect they are found to be incorrect, unvouchered or not in accordance with the law.
- (B) A copy of the External 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/her duties as may be resolved by the general meeting appointing him/her.
- (C) An External Auditor shall not be an office bearer or a member of the HAK Executive Committee.

14. FINANCES OF THE ASSOCIATION

- (A) Sources of finances. The finances of the Association shall be derived from membership, subscriptions and any endowments, bequests or grants that shall be made to it.
- (B) The funds of the Association shall only be used for the following purposes:
 - (i) For financing any research projects that may be approved by the Executive Committee.
 - (ii) For convening meetings for such related matters as the Executive Committee might authorize.
 - (iii) For supporting any journals, periodicals or books containing results of members' research, or sponsored by the Association, and proceedings of technical meetings sponsored by the Association.
 - (iv) For administration of the Association.
 - (v) For any other purposes related to the normal business of the Association, which the Executive Committee might approve.
- (C) All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Association in any bank or banks approved by the Executive Committee.
- (D) No payments shall be made out of the bank account without a resolution of the Executive Committee authorizing such payment. The Treasurer or the Assistant Treasurer and two other office bearers of the Association (drawn from the Chairman, Vice Chairman, Secretary and Assistant Secretary) shall sign all cheques on such bank account approved by the Executive Committee. At the beginning of every year, a budget will be prepared and approved by the Executive Committee for administration of the Association.
- (E) A sum not exceeding Kshs. 1000 may be kept by the Treasurer for petty disbursements, of which proper accounting shall be kept.
- (F) The Executive Committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Association and shall have power to appoint another person in his/her place. Such suspension shall be reported to a Annual General Meeting to be convened on a date not later than two months from the date of such suspension and the Annual General Meeting or Special general Meeting shall have full power to decide what further action should be taken in the matter.
- (G) The financial year of the Association shall be from 1st January to 31st December.

15. BRANCHES

Branches of the Association may be formed with the approval of the Executive Committee and the Registrar of Societies and they shall adopt the same constitution as that of the headquarters with the following exceptions:

- (A) The aims and objectives will not include the formation of branches.
- (B) Amendments to the constitution can only be made by the headquarters of the Association in

accordance with the provisions of rule 16.

- (C) The provisions of rule 17 shall apply to branches but, in addition, branches shall not be dissolved without consultation with their headquarters.

16. AMENDMENTS TO THE CONSTITUTION

- (A) The constitution of the Association and its objectives may be altered by an amending motion; that is:
 - (i) Submitted to the Secretary in writing by at least 15% of the ordinary paid-up members and not less than 21 days before the Annual General Meeting
 - (ii) Sent to every member at least fourteen days before the Annual General Meeting and
 - (iii) Approved by two-thirds of the ordinary members present at the Annual General Meeting.

17. 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 rule 10(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 to the Registrar, obtained upon application to him/her 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 bearers 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 manner as may be resolved by the meeting at which the resolution for dissolution is passed.

18. 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 other member of the Association on giving not less than 21 days notice in writing to the Association.
