

CONSTITUTION FOR KENYA BIOGAS STAKEHOLDERS NETWORK (BIO-NET)

First Revision 2017

1. NAME

The name of the Network shall be **Kenya Biogas Stakeholders Network** (In this constitution referred to as “the Network”).

2. OBJECTS

The Network is a non-political, non-profit and voluntary organization (registered under the Societies Act Cap 109)

- a. Create a platform for knowledge and experience sharing providing every opportunity to convene peer meetings and round table discussions.
- b. Influence policy formulation on behalf of and beneficial to members, continually engaging with relevant entities including Government, CSOs, NGOs and market influencers.
- c. Conduct regular market studies and assessment to give members comparative advantage in market penetration, enabling them to enhance their businesses and sector engagement.
- d. Help members to strengthen their institutional capacities through innovative interventions including trainings, institutional assessment tools and business development skills.
- e. Work with members to raise funds not only for Network sustainability but also for member-based activities.
- f. Create liaisons for members to engage county, nationally, regionally and internationally with other partners and organizations.
- g. Enhance members’ visibility through our web site and other social media including Twitter, WhatsApp, Facebook and Instagram.
- h. Create resource center for Biogas technology, publications and best practice know-how
- i. Create branches in the Country to effect its operations

3. MEMBERSHIP

- a. Membership is open to sector associations, corporates and any stakeholder who specialize in Biogas construction or are keen on promoting biogas industry.

- b. Categories of membership will be classified as a) Associations b) Corporates c) development partners
- c. Only members whose subscription is upto date will have voting power in AGM and other elections.
- d. Registration fee for new members will be Ksh 30,000 for associations; Ksh 50,000 for cooperate; and Ksh 100,000 for development partners/international organizations
- e. The annual subscription shall be Ksh 20,000 for associations; Ksh 40,000 for cooperate; and Ksh 80,000 for development partners
- f. Membership tenure: Any member who fails to remit annual subscription one year after the beginning of financial year will automatically be deemed to have forfeited his/her membership.
- g. Other special membership/affiliation will be determined by the Executive Committee upon application in writing by the interested party subject to approval by the AGM

4. OFFICE BEARERS

- a) The office bearers of the Network (these will be elective positions)
 - i. The Chairman
 - ii. The Vice-Chairman
 - iii. The Secretary
 - iv. The Assistant Secretary
 - v. The Treasurer
 - vi. Assistant Treasurer
- b) All of whom shall be elected at the annual general meeting to be held in each year.
- 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-paragraph(d) of this rule but shall be eligible for re-election.
- d) Any office bearer who ceases to be a member of the Network shall automatically cease to be an office bearer thereof.
- e) Office bearers may be removed from office in the same way as it is laid down for the expulsion of members in rule 3 (f) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.
- f) Office bearers will hold office for a term of 3 years renewable once only
- g) The Network shall have a CEO appointed by the NEC and approved by the TNB.

5. DUTIES OF OFFICE BEARERS

- a) *Chairman*- the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings
- b) *Vice-Chairman*- the Vice-Chairman shall perform any duties of the Chairman in his absence.
- c) *Secretary*- the Secretary shall deal with all the correspondence of the Network 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/she shall issue notices convening all meetings of the committee and all general meetings of the Network and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Network and committee.
- 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 to him by the Secretary or committee whether the Secretary is present or not.
- e) *Treasurer*- the Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the Network 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 Network are written up, preserved and available for inspection.
- f) *Assistant Treasurer*- the Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the committee and in the absence of the Treasurer shall perform the duties of the treasurer.

6. DUTIES OF THE CEO

The CEO will act to oversee day to day management of the Network as per TORs specified below:

1. The CEO reports to the National Executive Committee (NEC) and is the Secretary to both NEC and the TNB.
2. Executes all resolutions and decisions reached by both NEC and TNB
3. Oversees all Network programmes and secretariat personnel
4. Sets agenda in conjunction with NEC and/or TNB for all meetings
5. Convenes and arranges for logistics of all NEC and TNB meetings
6. Keeps proper records and minutes of all meetings and disseminates the same to members
7. Manages all communications of the Network
8. Keeps members and key stakeholders updated of all Network activities
9. In liaison with a legal representative of the Network or otherwise, he/she manages all legal requirements of the Network including returns and Network registration.
10. Assist in resource mobilization for the Network
11. Any other duty allocation as maybe delegated by the NEC.

7. THE COMMITTEES

The Network shall have two levels of governance: The National Board (TNB) and the National Executive Committee (NEC)

- a. **TNB** will be 13 members + CEO as Secretary without vote (the 13 members comprise 6 elected members, and 7 members nominated and seconded at AGM).
 - i. The nominated members shall be one from each association and 3 coopted members from among development partners.
 - ii. Such committee members shall hold office until the following annual general meeting.
- b. **NEC** will be seven member + CEO as Secretary without vote (7 members comprise 4 nominees from the Associations, the elected Treasurer and 2 coopted from development partners); this will be an automatic permanent committee for a period of not less than 3 years.
- c. **The Chairman of NEC (honorary)** will be rotational among Association Nominee at 6 month intervals or as agreed by the members.
- d. The committees shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.
- e. Any casual vacancies for members of any committee caused by death or resignation shall be filled by the committee until the next annual general meeting of the Network. Vacancies caused by members of the committee removed from office will be dealt with as shown in rule 4(d).

8. DUTIES OF THE COMMITTEES

a. The National Board (TNB):

- i. Will be the elective and representative office of the network with broad functions ranging from mobilizing membership to overseeing the activities of the network nationally.
- ii. They will also help to supervise branches when/if they come into existence.
- iii. They are the custodian of Network formation and its national image.
- iv. It sits as a national board to formulate policies and provides strategic direction of the network
- v. TNB authorizes all expenditure (except as provided under 13(d)) through designated signatories (duly minuted at their first meeting after the AGM)

b. National Executive Committee (NEC):

- i. The committee shall be responsible for the management of the Network and for that purpose may give directions to the Secretariat as to the manner in which, within the law, they shall perform their duties.
- ii. 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.
- iii. The appointment of such sub-committees (in b.ii) will be ratified by TNB.
- iv. All moneys disbursed on behalf of the Network shall be recommended by the committee except as specified in rule 13(d).

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 10th Dec in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of account (see rule 11 (b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.

(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 accounts.

- c) Election of office bearers and the committee members (and trustees where necessary in accordance with rule 10 (c).
 - d) Appointment of editors in accordance with rule 11(a).
 - e) Such other matters as the committee may decide or as to which notice shall have been given in writing by a member 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 sent to all members not less than 7 days before the date thereof and practicable by 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 50% of members and such meetings shall be held with 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 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 2/3 of the registered members of the Network or as nominated.
- f) The 2/3 will comprise nominated delegates, which are not nominees for either NEC or TNB, of not more than 3 from each Association, not more than one from each Cooperate member and not more than one from each International organization.

10. PROCEDURE AT MEETINGS

- a) At all meetings of the Network the Chairman, or in his absence, the Vice-Chairperson, or in absence of both these offices, 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

- a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Network shall be vested in the names of not less than 10 trustees who shall be members of the Network 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 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 opinion of trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks is fit.

12. AUDITOR

- a) An auditor shall be appointed for the following year by the annual general meeting. All the Network'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 Network in what respect they are found to be incorrect, unvouched 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 Network.

13. FUNDS

- a) The funds of the Network may only be used only for purposes to meet the objects of the Network
- 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 Network in any bank 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 or the Assistant Treasurer and two other office bearers of the Network who shall be appointed by the committee.

- d) A sum not exceeding Ksh 10,000 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 who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Network 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 Network shall be from 1st January to 31st December.

14. BRANCHES

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

- a) The aims and objects will not include the formation of branches.
- b) Amendments to the constitution can only be made by the headquarters of the Network in accordance with the provisions of rule 14.
- c) The provisions of rule 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

15. AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Network must be approved by at least two-thirds majority of members at a general meeting of the Network. They cannot; however be at least a two-thirds majority of members at a general meeting of the Network.

16. DISSOLUTION

- a) The Network shall not be dissolved except by a resolution passed at a general meeting of members by vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). If no quorum is obtained, the proposal to dissolve the Network 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 Network 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 affected 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 dissolution of the Network has been approved by the Registrar no further action should be taken by the committee or any office bearer of the Network in connection with the aims of the Network other than to get in and liquidate for cash all the assets of the Network. Subject to payment of all the debts of the Network, the balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.

17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and a list of members of the Network shall be available for inspection at the registered office of the Network by any officer or member of the Network on giving not less than seven days notice in writing to the Network. (This rule applies to registered societies only)