

THE CONSTITUTION OF THE KENYA ASSOCIATION OF FOOD SAFETY AND PROTECTION

KAFSAP

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THE CONSTITUTION OF THE KENYA ASSOCIATION OF FOOD SAFETY AND PROTECTION

ARTICLE ONE

NAME

The name of the association shall be the Kenya Association of Food Safety and Protection, hereinafter called KAFSAP.

KAFSAP is non-political and non-profit making

ARTICLE TWO

LOCATION

The headquarters of KAFSAP shall be at the Department of Food, Nutrition and Dietetics, Kenyatta University (KU) main campus, Nairobi or any such place as may be resolved by the General Assembly.

ARTICLE THREE

OBJECTIVES

- a. To bring together relevant stakeholders in the various food value chains in relation to food safety and protection.
- b. To support the involvement of agriculturalists, environmental health experts, food scientists, nutritionist, hoteliers, regulatory agencies and other relevant players in the pursuance of food safety and protection.
- c. To provide incentives and support to relevant players through research, outreach and extension.
- d. To promote availability and consumption of safe foods.
- e. To promote healthy lifestyles.
- f. To inform policy on matters related to food safety and protection and related interventions.

ARTICLE 4

MEMBERSHIP

(a) Ordinary Members

Membership of the organisation is open to all adult persons possessing professional qualifications in agriculture, environmental health, food science, nutrition, hotel industry, and or practising any aspect of food security either privately or in public or private institution, who accept the aims, interests, terms and conditions of the organisation, and pay the membership fee, without distinction of race, religion, gender, or political conviction, and who shall be accepted for membership by the National Council. Individual members shall be entitled to attend, speak and vote at all General Meetings of KAFSAP.

(b) Corporate Membership

Membership of the organisation is open to all duly registered institutions involved in any aspect of food security, and for both public and private institutions who accept the aims interests, terms and conditions of the organisation, who shall be accepted for membership by the National Council, and pay the membership-fee. Corporate members shall only be entitled to attend, speak and vote at all General Meetings of KAFSAP through representatives or proxies.

(c) Honorary Membership

The council may, in its absolute discretion, allow any person or entity to become an honorary member. They shall be entitled to attend and speak at all meetings of the Association but not to vote. However, they shall be eligible to be Trustees of the organisation. These members are exempted from the payment of all forms of fees.

(d) Member registration fee shall be KSh. 500.00. The annual subscription shall be KSh. 1000.00 for ordinary and KSh. 10,000.00 for corporate members, payable in whole, quarterly or monthly before the end of the financial year. Life members will be required to make a one-

time payment of KSh. 10,000.00 the membership fees may from time to time be revised by the National Council.

(e) Any member desiring to resign from KAFSAP shall submit a resignation letter to the Secretary General who shall notify the resigning member of the receipt of such a letter, and inform the next General Meeting of the resignation.

(f) Any individual member may be expelled from KAFSAP if the National Council so recommends, and if the general meeting of the Association of the next date shall resolve by two thirds quorum of members with voting rights that such a member should be expelled because his/her conduct has adversely affected the reputation or dignity of the Association, or he/she has contravened any of the provisions of the constitution of KAFSAP or is adjudged Bankrupt or put into liquidation for corporate members or is convicted of any crime under the penal code or any other law. The National Council shall have the power to suspend any member until the next general meeting of the Association. Following such suspension, a member whose expulsion is proposed shall have the right to address the general meeting at which his/her expulsion is to be discussed, either verbally or in writing.

(g) Any member who resigns or is removed from membership shall not be entitled to a refund of registration or annual subscription fee or any part thereof. Re-admission will be at the discretion of the National Council.

(h) Any member who falls into arrears with annual subscriptions for more than two years shall automatically cease to be a member of the Association, and his/her name shall be struck off the register of membership. The National Council may however, at its discretion, reinstate such a member on payment of the total amount of the outstanding subscription.

ARTICLE 5

EXECUTIVE COMMITTEE

(a) The Executive Committee of KAFSAP shall be drawn from membership of the Association and may hold only one elected office at a time. No office bearer shall hold office for more than three consecutive terms of two years each.

(b) The Office bearers of the Association shall be:

1. The Chairman
2. The Vice Chairman
3. The Secretary General
4. The Assistant Secretary General
5. The Treasurer
6. Editor

In addition there shall be three elected committee members. All office bearers shall be elected at Annual General Meeting, and their term of office will be two years, PROVIDED that an office bearer may be re-elected for not more than one term for the same office.

(c) Any office bearer who resigns, or ceases to be a member of the Association shall automatically cease to be an office bearer thereof.

(d) Office bearers will be removed from office in the same way as is laid down for the expulsion of members [article 4 (f)]

(e) The Executive Committee shall be answerable to the National Council, and shall meet once in every three months.

(f) The Nature of the duties of the Executive Committee shall be multipurpose, being authorised to undertake all business of the Association under the directives of the National Council but reporting to the Council for approval. The business of the National Council shall be transacted by the Executive Committee and shall include inter alia.

- (i) Receive and act as necessary on all financial reports and projects, any other committee's reports and recommendations
- (ii) Establish special committees consisting of the members of the Executive Committee and/or others, as they appoint, or delegate all or any of its powers and duties to anyone of the members alone, on such terms and conditions as in either case it thinks proper from time to time.
- (iii) Generally (and without limitation of such generality by the foregoing context), do all such acts and things as may seem to it necessary or desirable as directly or indirectly conducive toward the fulfilment of any of tile objects of this Constitution
- (iv) All monies disbursed on behalf of the Association shall be authorised by the Executive Committee on behalf of the National Council.

ARTICLE 6

DUTIES OF THE OFFICE BEARERS

- (a) Chairman: The Chairman shall, unless prevented by illness or other sufficient cause, preside over all the meetings of Executive Committee, National Council, and at the general meetings.
- (b) Vice Chairman: The Vice Chairman shall perform any duties of the Chairman in his/her absence, except being co-signatory to the accounts.
- (c) Secretary General: The Secretary General shall deal with all correspondence of the association and the general supervision of the National Council. In case of an urgent matter where the National Council cannot be consulted, he/she shall consult the Chairman, or if not available, the Vice Chairman. The decision reached shall be subject to ratification or otherwise at the next National Council meeting. He/she shall issue all notices for convening all meetings of the Executive Committee, the National Council, and general meetings of the Association, and shall be responsible for keeping minutes of such meetings. He/she shall be responsible to other office bearers for the proper maintenance of the register of members of the Association.

- (d) Assistant Secretary General: In the absence of the Secretary General, he/she shall perform all duties of the Secretary General or other duties assigned by the National Council. The Assistant Secretary General shall be responsible for arranging meeting venues, information dissemination and other assignments as may be given to him/her by the office of KAFSAP.
- (e) Treasurer: The Treasurer shall receive and disburse upon the direction of the National Council, all moneys belonging to the Association, shall issue receipts for all moneys received by him/her and preserve vouchers for all moneys paid to him. The Treasurer is responsible to the National Council and the members. All moneys paid and received by the Treasurer must be written in the books, preserved and be available for inspection
- (f) Editor: To be in charge of editing and compiling the Association's publications.

ARTICLE 7

PATRON

- (a) There shall be a patron of KAFSAP.
- (b) The patron shall be a person of a high moral and ethical standing.
- (c) The patron shall serve for a period not exceeding 10 years unless the period is extended by a special resolution of the annual general meeting.
- (d) The patron shall be exempted from paying membership or subscription fees. The functions of the patron shall be to give KAFSAP guidance advice, and support.
- (e) The Patron shall have no voting rights nor hold any other elective post.
A patron maybe removed from office in the same way as is laid down for the expulsion of members [article 4 (f)]

ARTICLE 8

NATIONAL COUNCIL

- (a) The National Council shall comprise of all office bearers of the Association and up to three representatives of corporate members, elected at the Annual General Meeting
- (b) The Chairman of the Executive Committee shall also be Chairman of the National Council.
- (c) The National Council shall have the power to co-opt such persons or representatives of organisations or government departments whose services and contributions will be deemed beneficial to KAFSAP. The number of such co-opted persons shall not exceed six at any time. The National Council shall meet at such time and place, as it shall resolve.
- (d) Any casual vacancies of members of the National Council caused by death, resignation or removal from the office shall be filled by the Council until the next General Meeting of the Association.

ARTICLE 9

DUTIES OF THE NATIONAL COUNCIL

- (a) The National Council shall be responsible for the general management of the Association, and for that purpose may give directions to the Executive Committee as to the manner in which, within the law, they shall perform their duties. The National Council shall have the power to appoint sub-committees as may be necessary.
- (b) The quorum for the meetings of the Council shall be by the simple majority of members.
- (c) Any member of the National Council who absents himself/herself for three consecutive meetings without notifying the Secretary General shall be deemed to have ceased to be a member of the National Council.
- (d) The National Council shall set up a secretariat of KAFSAP with at least three employees, including a typist, a clerk, and a cleaner/messenger at KAFSAP office.

ARTICLE 10

MEETINGS

- (a) There shall be two classes of general meeting, i.e. Annual General Meeting and Special General Meeting.
- (b) The Annual General Meeting shall be held not later than 31st March each year. Notice in writing of the general meeting, accompanied by annual statement of account [see article 14 (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 advertisement not less than 14 days before the date of the meeting.
- (c) The agenda for Annual General Meeting shall consist of the following information:
 - 1. Confirmation of the minutes of the last general meeting.
 - 2. Consideration of account.
 - 3. Election of the office bearers and the National Council members and trustees where necessary, according to article 12 (a).
 - 4. Appointment of the auditor according to article 13 (a).
 - 5. Such other matters as the National Council may decide or to which notice shall have been given in writing by a member or members to the Secretary General not later than four weeks before the date of the meeting.
 - 6. Any other business, with the approval of the National Chairman.
- (d) Special general meeting may be called for any specific purpose by the National Council. Notice of such meeting shall be sent to all members not less than seven days

before the date of the meeting thereof, and where practicable, by press advertisement not less than seven days before such meeting.

- (e) A special General meeting may also be requisitioned for a specific purpose by not less than a third of the registered members through a written request to the Secretary General not less than 21 days from the date of requisition. The notice of such meeting shall be as shown in article 10 (c), and no other matter shall be discussed apart from that stated in the requisition.
- (f) Quorum of any general meeting shall consist of not less than two thirds of the members with voting rights of the registered members.
- (g) In case of lack of quorum, the general meeting shall adjourn and reconvene as an "adjourned meeting one hour after the scheduled hour. The quorum at the adjourned meeting shall be the voting members present.

ARTICLE 11

PROCEDURE AT MEETING

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

VOTING

- (a) Each member shall be entitled to one vote at any meeting.
- (b) All questions shall be decided by a simple majority vote, except constitutional amendments and proposal for dissolution of the Association.
- (c) All abstentions shall always be ignored when counting votes.
- (d) Voting may be by show of hands, or by secret ballot. At elections when there is more than one candidate, voting shall always be by secret ballot.
- (e) Members may appoint a proxy to vote on their behalf provided that the appointment of proxy in writing is received at the KAFSAP office 7 clear days prior to the meeting. A proxy may be revoked by the member in person at any time prior to the vote being cast.

ARTICLE 12

TRUSTEES

- (a) All buildings land and other immovable property, all investments and other securities which shall be acquired by the Association shall be vested in the names of not less than three trustees who shall be members of the Association, and shall be elected at an Annual General Meeting for a period of three years. On completion of the term of three years, a trustee shall be eligible for re-election for not more than one term. The General Meeting shall have the power to remove any of these trustees, and all vacancies shall be filled at the same or next General Meeting.
- (b) The trustees shall pay all income received from property and 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 that shall authorise expenditure of such moneys as it thinks fit and in accordance with this constitution and the law.
- (c) The Chairman, Secretary and Treasurer shall be ex-officio members of the Board of Trustees. The Board of Trustees shall have knowledge of all the property of the Association and shall help in the handing over from one council to the other after election, to ensure that all property is handed over.

ARTICLE 13

AUDITOR

- (a) An auditor shall be appointed for a term of two years, by the Annual General Meeting. All the Association's accounts, records and documents shall be open to 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 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 certify that they are correct, duly vouched and in accordance with the law, or report to the Association in what respect they are found incorrect, unvouched, or not according to the law.
- (b) A copy of the auditor's report on the accounts and statements together with such accounts and statement 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 determined by the Executive Committee, subject to ratification by the Annual General Meeting appointing him/her.
- (c) No auditor shall be an office bearer or a member of the National Council of the Association.

ARTICLE 14

FUNDS

- (a) The income and the property of the Association, howsoever begotten, shall be applied for solely for the Objects of the Association as set forth in this Constitution, and no part thereof shall be applied for any other purpose.
- (b) Notwithstanding that the funds of KAFSAP may only be used for purposes as per objects of the Association contained in Article 3, the funds may be applied inter alia on stationery for KAFSAP work, rates and/or rent, water, light, subsistence allowance while on duty, emoluments of the secretariat together with support staff.
- (c) All moneys and funds shall be received by and paid to the Treasurer and/or other office bearers of the Association who shall be appointed by the National Council. The Treasurer shall deposit the moneys in the name of the Association, in any banks approved by the National Council.
- (d) No payment shall be made out of the bank account without a resolution of the Executive Committee, and all cheques on such banks shall be signed by the Treasurer and the Chairman or the Secretary.
- (e) An amount as shall be decided by the National Council may be kept by the treasurer for petty disbursements of which proper account shall be kept.
- (f) The National Council shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any funds or property of the Association and shall have power to appoint another person in his/her place. Such suspension shall be reported to the next general meeting, and the general meeting shall have full power to decide what further disciplinary action should be taken in the matter. The financial year of the Association shall be from 1st July to 30th June.

ARTICLE 15

AMENDMENTS TO THE CONSTITUTION

This constitution may be amended at general meetings of the Association by a decision of not less than two thirds of the voting members. No amendments shall be undertaken without the prior approval of the registrar of societies.

ARTICLE 16

INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

All the books of the accounts and all the documents relating thereto, and a list of members of the Association shall be available for inspection at the registered office of KAFSAP on giving not less than seven days' notice in writing to the Association.

ARTICLE 17

DISSOLUTION

- (a) The Association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of not less than two thirds of the voting members present. If no quorum is obtained, the proposal to dissolve KAFSAP shall be submitted to a further General Meeting, a notice of which shall be given to all members of the Association at least fourteen days before the date of the meeting. The quorum for this meeting shall be the number of members with voting rights present. At the meeting in which the resolution of the dissolution of the Association is passed, the property shall be vested in the name of Association Trustees who shall disburse such assets in the names of other legally registered organisations with similar objectives, and/or in such manner as may be resolved by the General Meeting at which the resolution for dissolution is passed.
- (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 National Council any office bearer of the Association, other than to get in and liquidate for cash, all the assets of the Association. Subject to the payment of all debts of the Association, the balance in cash thereof, shall be distributed to charitable, educational, and/or any other institution whose sole purpose is the improvement of human welfare in Kenya, or, as the General Meeting at which the resolution of the dissolution is passed, in its discretion directs.