

FORESTRY SOCIETY OF KENYA

THE CONSTITUTION

9TH AUGUST 2011

FORESTRY SOCIETY OF KENYA CONSTITUTION

ARTICLE 1

1. NAME

The name of the Society is "**Forestry Society of Kenya**" (in this constitution referred to as "**The Society**").

ARTICLE 2

2. OBJECTS

The Forestry Society of Kenya is a non-political and a non-profit making organisation established to: -

- 2.1 Safeguard the interest and welfare of its members;
- 2.2 Maintain the honour and dignity of the forestry profession in Kenya;
- 2.3 Provide a forum for professional foresters and any other persons who may be interested in forestry for the discussion of matters and subjects which are of interest to members of the Society;
- 2.4 Advance the science, technology, education and practice of professional forestry in Kenya for the benefit of Kenyans and humanity in the globe;
- 2.5 Promote sustainable management of forests and trees;
- 2.6 Provide a forum for interaction between its members; consideration and dissemination of information and expression of opinion relating in any manner to forestry;
- 2.7 Encourage and support the Government and any other relevant authorities in the formulation and implementation of sound forestry policies and practices in Kenya as the Society may deem fit;
- 2.8 Assist in policy formulation and enactment of legislation which, in the opinion of the Society would be conducive to the better and effective protection of specific forests and the environment in general and to assist in the enforcement of such legislation;
- 2.9 Promote the recognition of the importance of safeguarding forests for their spiritual, cultural, scientific, amenity, environmental and economic values;
- 2.10 Organize, acquire, utilize, make, publish or prepare films, photographs, articles, publications, exhibitions, lectures, and seminars or undertake any other activities aimed at instilling interest in the sustainable management of forests and trees;
- 2.11 Promote and generate an interest in the productive and gainful studies on forestry, trees, vegetation and to co-operate with other Societies and institutions for the achievement of this object;
- 2.12 Undertake economic ventures to ensure financial sustainability of the Society.

- 2.13 Maintenance of a register of forestry professionals in Kenya.
- 2.14 Affiliate with any national or international bodies and organizations to enhance attainment of the objects of the Society;
- 2.15 Do all such other things as are incidental or conducive to the attainment of the objects of the Society;

ARTICLE 3

3. MEMBERSHIP

3.1 There shall be the following categories of membership of the Society: -

- 3.1.1 Full membership
- 3.1.2 Associate membership
- 3.1.3 Student membership
- 3.1.4 Life membership
- 3.1.5 Corporate membership
- 3.1.6 Honorary membership
- 3.1.7 Friends of Forestry Society of Kenya
- 3.1.8 Fellow of the Forestry Society of Kenya

3.2. Membership and annual subscription fees

- 3.2.1 Applicants to Forestry Society of Kenya shall be required to pay an application fee determined from time to time by the Council.
- 3.2.2 After approval of membership by the Council, members shall pay a membership fee as determined by the Society from time to time during the annual general meeting.
- 3.2.3 Members shall pay an annual subscription fee at such times and according to the rates as the Society shall set from time to time during the annual general meeting.

3.3. Full membership

- 3.3.1 Any person possessing a recognized degree or its equivalent in forestry, or allied sciences and is over the age of eighteen years shall be eligible for full membership of the Society and shall, subject to the approval of the Council, become a member.
- 3.3.2 Any person seeking to become a full member of the society shall undertake in writing to further and promote, to the best of his/her ability, the objects of the Society and to faithfully observe and strictly follow the provisions of this constitution.

3.4. Associate membership shall be open to all Kenya foresters possessing at least a diploma or certificate in forestry or in allied fields, from a recognized

institution. The rights and privileges pertaining to this class of membership shall as far as possible, be the same as for full membership except that associate members shall not be eligible to hold office in the Council, but may serve in other Committees of the Society.

- 3.5. Student membership** shall be open to forestry students who are for the time being enrolled in a forestry programme at a recognised university or college awarding a degree or a diploma. Student members shall enjoy such privileges and facilities of the Society as shall be determined by the Council from time to time. They shall have no right to vote and shall not be eligible to become members of the Council.
- 3.6. Life Membership** shall be open to any member qualified to become a full member, upon approval by the Council and on payment of a fee as determined by the Society under Section 3.2.
- 3.7. Corporate membership** shall be open to supporting organizations, which subscribe to the policies and aspirations of the Society and financially assist the Society upon payment of prescribed fees.
- 3.8. Honorary membership** may be conferred from time to time upon any person who has rendered distinguished service towards the advancement of forestry science, forest management or the environmental protection and stabilization. Candidates for honorary membership shall be proposed by **ten** full members and shall be nominated by the Council and elected by a majority vote of members at an annual general meeting of the Society.
- 3.9. Friends of Forestry Society of Kenya** shall be conferred by the Council from time to time upon persons who have rendered distinguished service to the Society. Friends of the Society shall have no voting powers and shall not be eligible to become members of the Council.
- 3.10. Fellow of Forestry Society of Kenya** shall be conferred to individual members of the Society who have rendered exemplary service to forestry and the Society. Members who will be accorded this honour shall be awarded certificates of recognition by the Annual General Meeting following recommendation by the Council.

ARTICLE 4

4. MEMBERS CODE OF CONDUCT

4.1 The following guidelines shall apply to all members of the Society who shall uphold the following code of ethics:-

- 4.1.1 Adopt best professional practices and advocate sound forest management, including adhering to management and utilisation plans in order to maintain the long-term capacity of forest resources to provide both tangible and intangible benefits.

- 4.1.2 Appropriately use the available data, methods and technology to efficiently render services to the public.
- 4.1.3 Strive for continuing professional development and to actively assist and encourage others to advance the forestry knowledge and experience.
- 4.1.4 Ensure that all persons, institutions and groups practising forestry, being fully aware of the extent and limits of their powers, do so in a professional manner.
- 4.1.5 All the times put the interest of the Society, community and the nation above those of the individual.
- 4.1.6 All the time conduct and act to uphold and enhance the honour, dignity, integrity, standing and reputation of the forestry profession.
- 4.1.7 Continually inculcate among stakeholders a sense of respect and appreciation of the value of forest resources to the nation in general.
- 4.1.8 Apply the laws and rules in practice faithfully and efficiently for the common good of all.
- 4.1.9 Be a person of high integrity
- 4.1.10 Deal with offenders of the Forest Act adequately, fairly and promptly.
- 4.1.11 Amicably disclose and resolve existing or potential conflicts of interest for the good of the forestry profession and sound forest management practices.
- 4.1.12 Keep customer proprietary information confidential unless authorised otherwise.
- 4.1.13 Promote transparency through an open dialogue amongst the foresters, other professionals, the public, the private sector, politicians and decision makers.
- 4.1.14 Use professional knowledge, skills and field experience to assist the Government formulate sound forestry policies and legislations.
- 4.1.15 Always challenge and correct false or misleading statements about forestry practices in Kenya, based on professional competence and quality information.

ARTICLE 5

5. TERMINATION OF MEMBERSHIP

- 5.1** Any member who wishes to resign from the Society shall submit his/her resignation to the Secretary, which shall take effect from the date of receipt by the Secretary of such notice.
- 5.2** Any member may be expelled from membership if the Council so recommends and if an annual general meeting of the Society has resolved by a two thirds majority of the members present that such a member should be expelled on the grounds that his/her conduct has adversely affected the reputation or

dignity of the Society or that he/she has contravened any of the provisions of the constitution of the Society. The Council shall have power to suspend a member until the next general meeting of the Society. Following such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered.

- 5.3** Any person who resigns or is removed from membership 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.
- 5.4** Any members who fall into arrears with his/her annual subscription for a period of two years shall automatically cease to be a member of the Society and his/her name shall be struck off the register of members. The Council may however, at its discretion reinstate such a member on payment of the total amount of subscription outstanding.

ARTICLE 6

6. MEMBERSHIP REGISTER

- 6.1** The Secretary of the Society shall maintain a register of members in such form as is permitted by law and shall enter therein all such particulars of members as may be so required and keep such register at all times up to date in every respect and available during normal office hours for inspection by members of the Society and such other persons as may be authorized by law so to do. The Secretary shall at least once every year, distribute a register to all members.

ARTICLE 7

7. ELECTIONS

- 7.1.** There shall be elections for Council Members in the Annual General Meeting.
- 7.2** Preparations for elections shall be done 1 month before the due date of exit of the incumbent council.
- 7.3** Nominations and/or expression of continuation interest by individual incumbents will be received by the executive officer who shall circulate the same to all members.
- 7.4.** For one to be elected in the Council he/she has to have been a full member for at least 3 years, proposed and seconded by full members who have been in the Society for at least 2 years.
- 7.5** No person shall be eligible for elections as Chairman or Vice-Chairman if he/she has served previously in that position for 2 terms unless he has completed at least 2 more terms as full member but may be elected to any other position in the council.

- 7.6** Except as otherwise directed in an AGM the Council shall have power to appoint a Returning officer for purpose of conducting elections and such appointments must be in conformity with the rules established under the Societies Act. Cap. 108.
- 7.7** The Election and formation of the Executive Committee shall uphold the Kenya Constitution provisions on gender balance and a participation of the youth.
- 7.8** The outgoing Executive Committee shall hand over within 14 days after elections.

ARTICLE 8

8. THE EXECUTIVE COMMITTEE

- 8.1** The Executive Committee of the Society shall comprise of the following, all of whom shall be members of the Society and who shall be elected at the annual general meeting:-
- 8.1.1 The Chairman
 - 8.1.2 The Vice-chairman
 - 8.1.3 The Secretary
 - 8.1.4 The Assistant Secretary
 - 8.1.5 The Treasurer
 - 8.1.6 The Assistant Treasurer
 - 8.1.7 The Journal Editor
- 8.2** All office bearers shall hold office from the date of election until the expiry of three years, subject to the conditions contained in sub-paragraphs 8.3 and 8.4 of this rule but shall be eligible for re-election for only one other term.
- 8.3** Any office bearers who cease to be a member of the Society shall automatically cease to be an office bearer thereof.
- 8.4** Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule 5.2 and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

ARTICLE 9

9. DUTIES OF THE EXECUTIVE COMMITTEE

9.1 Chairman

The chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Council and at all general meetings. He/she shall keep the common seal of the Society. The Chairman shall be the spokesman of the Society.

9.2 Vice-Chairman

The Vice-Chairman shall perform any duty of the Chairman in his/her absence.

9.3 Secretary

The Secretary shall handle all correspondence of the Society under the general supervision of the Council. In cases of urgent matters where the Council cannot be consulted, he/she shall consult the Chairman or, if he/she is not available, the Vice-Chairman. The decision so reached shall be subject to ratification at the next meeting of the Council. He/she shall issue notice convening all meetings of the Council and all general meetings of the Society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and the Council.

9.4 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/her by the Secretary whether the Secretary be present or not.

9.5 Treasurer

The Treasurer shall receive and shall also disburse, under the directions of the Council, all monies belonging to the Society and shall issue receipts for all monies received by him/her and preserve vouchers for all monies paid to the Society. The Treasurer shall be responsible to the Council and to the members in ensuring that proper books of account and all monies received and paid by the Society are written up, preserved and available for inspection.

9.6 Assistant Treasurer

The Assistant Treasurer shall perform such duties as may be specifically assigned to him/her by the Treasurer or by the Council and in the absence of the Treasurer shall perform the duties of the Treasurer.

9.7 The Journal Editor

The Journal editor will head the editorial team of Society's newsletter, technical papers, Journal and other publications and shall be responsible for accepting all articles including advertisements for print but shall work with an editorial board of not less than three other people to be appointed by the technical committee.

ARTICLE 10

10. THE COUNCIL

10.1 The Council shall consist of all the office bearers of the Society and Chairpersons of Finance and Scientific/Technical committees and regional branches. Such Council members shall hold office for three years. The Council shall meet at such times and places as it shall resolve but shall meet not less than four times in any calendar year.

10.2 Any vacancy in the Council caused by death or resignation shall be filled by the Council until the next annual general meeting of the Society. Vacancies caused by members of the Council removed from office will be dealt with as shown in rule 7.4.

10.3 Without prejudice to the generality of rule 10.1, the Council shall appoint its members to standing Committees, including the following;-:

10.3.1 **Finance Committee** whose function shall be to advise the Trustees and the Council on all matters of finance, investments and fund raising activities for approved projects. The Finance committee shall consist of the Treasurer of the Society for the time being and three other members. The Treasurer of the Society shall act as secretary to the Finance Committee. The Finance Committee shall elect its own Chairman.

10.3.2 **Scientific and Technical Committee** whose function shall be to advise the Council on matters relating to projects, research, education, publications, membership and the current situation of the forests, trees and the vegetation, propose any suitable measure to enhance their well-being, and any other matter as the Council may from time to time determine. The committee shall consist of not less than four members and shall elect its own Chairman. The editor of the society's newsletter and journals shall act as secretary to the committee.

ARTICLE 11

11. DUTIES OF THE COUNCIL

11.1 The Council shall be responsible for the management of the Society 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 Council shall have power to appoint such standing committees and establish regional branches, as it may seem desirable. Such Committees and regional branches shall make reports to the Council upon which such actions shall be taken as seems to the Council desirable.

11.2 The Council shall from time to time establish offices and employ officers for the better day to day running of the Society and pay such remuneration to the officers as determined from time to time.

11.3 The Council shall cause to be prepared, an annual financial estimate for presentation to a general meeting of the Society.

11.4 All monies disbursed on behalf of the Society shall be authorized by the Executive Committee except as specified in rule 17.4.

ARTICLE 12

12. THE PATRON

The Society shall have a patron who shall be nominated by the Council for a period of three years and shall be eligible for re-nomination.

ARTICLE 13

13. MEETINGS

13.1 There shall be seven classes of meetings namely: -

13.1.1 Executive Committee meetings

13.1.2 Standing Committee meetings

13.1.3 Council meetings

13.1.4 Annual general meetings

13.1.5 Special general meetings

13.1.6 Ad-hoc Committee meetings.

13.1.7 Chapters Meetings

13.2 A member of the above Committees shall cease to hold office if he or she does not attend, without reasonable cause three consecutive Committee meetings. He/she shall be replaced by a member co-opted by the Committee and endorsed by the Council.

13.3 Executive Committee meetings: The Committee shall meet monthly. The dates, time, place of meeting shall be at the discretion of majority members of the Committee.

13.4 Standing Committee meetings: The standing Committees shall meet at such times and places as it shall resolve but shall meet not less than four times in any calendar year.

13.5 Council meetings: The Council shall meet at such times and places as it shall resolve but shall meet not less than four times in any calendar year.

13.6 Annual General meeting: The annual general meeting shall be held not later than 30th September in each year. Notice in writing of such annual general meeting, accompanied by audited annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and in addition, where practicable, by press advertisement not less than 7 days before the date of the meeting.

13.7 The agenda for annual general meeting shall consist of the following:-

13.7.1 Confirmation of the minutes of the previous annual general meeting and matters arising.

13.7.2 Consideration of the accounts.

13.7.3 Election of office bearers and the Council members and trustees where applicable.

13.7.4 Appointment of auditors in accordance with Rule 15.1.

13.7.5 Such other matters as the Council may decide as to which notice shall have been given in writing by a member or members to the Society at least four weeks before the date of the meeting.

13.7.6 Any other business with the approval of the Chairman.

13.8 Special general meeting:

A special general meeting may be called for any specific purpose by the Council. Notice of such meeting shall be sent in writing to all members not less than 7 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting.

13.9 A special general meeting may also be requisitioned for a specific purpose by the order in writing to the Secretary by not less than two thirds of the registered members and such meeting shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 12.7 and no matter shall be discussed other than that stated in the requisition.

13.10 Ad-hoc Committee meetings: Such meetings shall be held as and when necessary to address important issues arise and require urgent attention by the Executive Committee.

13.11 Quorum for committee meetings shall be not less than half of the members of the Committees.

13.12 Quorum for all annual and special general meetings shall be a minimum of 50 registered members of the Society.

ARTICLE 14

14. PROCEDURE AT MEETINGS

14.1 At all meetings of the Society, the Chairman or in his/her absence, the Vice Chairman, or in the absence of both these officers, a member selected by the meeting shall take the chair.

14.2 The Chairman may at his/her discretion limit the number of persons permitted to speak in favour of and against any motion.

14.3 Resolution shall be decided by simple majority by a show of hands. In the case of equality of votes, the Chairman shall have a second or casting vote.

ARTICLE 15

15. TRUSTEES

15.1 All land, buildings and other immovable property and all investments and securities which shall be acquired by the Society shall be vested in the names of not less than three trustees who shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election for one more term. 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.

The trustees' major function is to oversee the council.

15.2 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 Council which shall authorize expenditure of such monies as it thinks fit.

ARTICLE 16

16. AUDITORS

16.1 An auditor shall be appointed for the following year by the annual general meeting. All the Society's accounts, records and documents shall be open to the inspection of 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 statement and either certify that they are correct, duly vouched and in accordance with the law or report to the Society, in what respect they are found to be incorrect, un-vouched or not in accordance with the law.

16.2 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/her duties as may be resolved by the annual general meeting appointing him/her.

16.3 No auditor shall be an office bearer or member of the council of the Society.

ARTICLE 17

17. FUNDS

17.1 The funds of the Society may only be used for such purposes as are conducive to and consistent with the objects of the Society.

17.2 The society may accept and receive donations.

17.3 All monies and funds shall be received, receipted for and deposited by the Treasurer in the name of the Society in any bank or banks approved by the Council.

17.4 No payments shall be made out of the bank account without resolution of the Executive Committee authorizing such payment and all cheques on such bank account shall be signed by the Chairman, Treasurer whose signatures will be mandatory, the Secretary or any other office bearer of the Society who shall be appointed by the Council.

17.5 The council 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 Society and shall have powers to appoint another person in his/her absence. Such suspension shall be reported in the subsequent general meeting and the meeting shall have full power to decide what further action should be taken on the matter.

17.6 The financial year of the Society shall be from 1st July to 31st June.

ARTICLE 18

18. AMENDMENTS TO THE CONSTITUTION

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

ARTICLE 19

19. DISSOLUTION

19.1 The Society shall not be dissolved except by the 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 Society 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 Society at least 14 days before the date of the meeting. The quorum at this second meeting shall be the number of members present.

19.2 Provided, however, that no dissolution shall be affected without prior permission in writing of the Registrar, obtained upon application to him/her made in writing and signed by three of the office bearers.

19.3 When the dissolution of the Society has been approved by the Registrar, no further action shall be taken by the Council or any office bearer of the Society. Subject to the payment of all the debts of the Society, 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.

ARTICLE 20

20. INSPECTION OF ACCOUNTS AND REGISTER OF MEMBERS

20.1 The books of accounts and all documents relating thereto and a list of members of the Society shall be available for inspection at the registered office of the Society by an officer or member of the Society on giving not less than seven days notice in writing to the Society.

ARTICLE 21

21. LONG TERM APPOINTMENTS TO BOARDS, TASK FORCES, AND OTHER DELEGATIONS.

21.1 Representatives to Boards, conferences, task forces, and other appointments of FSK delegates exceeding one year will be chosen through open advertisements and interviews of candidates by the Council.

21.2 Upon appointment the officer will be a member of the Council for the period he/she will be in the appointed position.