



# KENYA ASSOCIATION OF WOMEN IN TOURISM: Constitution

## **1. NAME**

The Association shall be called the KENYA ASSOCIATION OF WOMEN IN TOURISM and shall be an association not for gain.

## **2. INTRODUCTORY PROVISIONS**

In this constitution, unless the context indicates otherwise -

### **DEFINITIONS**

“Association” means the Kenya Association of Women in Tourism

“Executive Committee” means the Executive Committee of the Association as duly constituted under the provisions of section 10 of this Constitution;

“Member”, means an individual, business, corporate company, association, organization, forum institution or group of persons subscribing to the aims and objectives of the Association and who are obliged to pay a membership fee as regulated by said Association;

Words in singular number shall include the plural and words in the plural number shall include the singular. Words imparting the masculine gender shall include the female gender.

## **3. OFFICE**

The office of the Association shall be situated or located in Adalyn flats c6 Ngong Road or at such locations as the Executive Committee may from time to time decide upon.

## **4. VISION**

The aim of the Association shall be to create, develop, provide, encourage, contribute, co-ordinate and significantly promote Kenya as a unique, quality tourist destination to the benefit of all people.

### **4.1 OUR MISSION**

To contribute to the full and sustainable development of the tourist industry in Kenya by generating and applying knowledge and by establishing links with the social and productive sectors and the Government.

## **5. OBJECTIVES**

The underlying philosophy and objectives of the Association shall be: -

**5.1** To establish manage and maintain an effective, women representative tourism organization;

**5.2** To provide a women based framework that will act as an official pool of resources in expertise and personnel for policy implementation by the Government through effective participation;

**5.3** To promote equitable access to information, resources, market opportunities, and socio-economic benefits for all stakeholders, communities and particularly the assurance that long-term benefits will revert and accrue to the women and women groups in the communities in which tourists enjoy facilities;

**5.4** To promote social harmony and peace that will promote tourist perceptions of personal safety and provide a means of reinforcing community pride;

- 5.5** To promote a competitive environment, which will be conducive to the judicious and effective use of available resources and will contribute to broader participation in the economy by women;
- 5.6** To promote within prescribed legislation the conservation and judicious use of the environmental resources that form the basis of the attractions that Kenya can offer;
- 5.7** To contribute to the implementation and facilitate an effective, appropriate and dynamic tourism marketing plan and strategy;
- 5.8** To continuously market and devise means and methods to improve existing tourism infrastructures;
- 5.9** To become a member of any other association, whose objectives are wholly or in part similar to those of this Association and to communicate to or obtain from other associations such information as may be likely to benefit or promote the aims of this Association;
- 5.10** To foster and encourage a spirit of service excellence and professionalism amongst women in the tourism business sector;
- 5.11** to undertake any action necessary to encourage tourism to Kenya
- 5.12** To advise and assist in the development of new tourism related businesses and operations.
- 5.13** To advocate for the protection of legitimate rights and freedom for women in tourism

## **6. MEMBERSHIP**

**6.1** Membership shall consist of individuals, organizations and businesses that have paid their annual membership fees.

**6.1. (a)** Individual members must hold no less than a Diploma certificate from a well recognized institution and must have at least 10 years of experience or individuals who have no less than 10 years experience in the tourism industry.

**6.1. (b)** Organizations and businesses must have been in operation for at least 5 years

**6.2** Each paid-up individual member shall be entitled to one vote at all general meetings of the Association, whereas each paid-up business or organization shall be entitled to two votes.

**6.3** Application for membership shall be made in writing and shall be accompanied by the appropriate membership fee. Any application for membership shall be deemed to be an acknowledgment by the member to be bound by the Association's constitution and all amendments thereto.

**6.4** All applications for membership shall be subject to vetting by the executive committee

## **7. MEMBERSHIP FEES**

**7.1** Membership fees shall be determined annually by a resolution at the Annual General Meeting.

**7.2** All membership fees shall be due and payable from the first day of March each year.

**7.3** All membership fees shall be paid to the Association.

**7.4** Membership fees shall be as laid out in Annexure A of this Constitution.

**7.5** Funds of the Association, whether obtained in the form of membership fees, donations or any other form, shall only be appropriated for investment or for carrying out the objectives of the Association as contained in this Constitution.

## **8. SUSPENSION OF MEMBERS**

**8.1** The membership of any member of the Association, who has not paid the appropriate membership fees within one month of its due date, shall lapse, provided that such a member may, at the discretion of the Executive Committee, be reinstated as a member upon successful re-application.

**8.2** If the Executive Committee considers or determines that the conduct of any member is inconsistent or renders her continued membership unacceptable the Executive Committee shall have the power vested in it to act in accordance with its disciplinary code and guidelines.

**8.3** A member found guilty of misconduct in terms of Section 8.2 shall have the right to appeal to any General Meeting of the Association, provided that fourteen (14) days notice of such an appeal shall be given in writing to the Secretary. Members present at the General Meeting who are eligible to vote

shall decide by secret ballot whether to uphold such an appeal, or not, and this decision shall be final.

## **9. ELECTION OF OFFICE BEARERS**

**9.1** The Association shall hold an Annual General Meeting. An Executive Committee consisting of 16 members shall be elected for a three year term of whom the Tourism Officer shall automatically serve as a member of the Executive Committee.

**9.2** The Executive Committee shall, immediately after the elections, convene to elect the following office bearers:

**9.2.1** Chairman

**9.2.2** Vice-Chairman

**9.2.3** Secretary

**9.2.3. (b)** Assistant secretary

**9.2.4** Treasurer

**9.2.4. (b)** Assistant treasurer

**9.3** Only fully paid-up members resident in Kenya are eligible for election to the Executive Committee.

**9.4** In the case of a tie in the number of votes for the position of Chairman, voting will continue until a simple majority is achieved.

## **10. POWERS, DUTIES AND FUNCTIONS OF THE EXECUTIVE COMMITTEE**

**10.1** The Executive Committee shall direct and manage all the affairs of the Association and shall, within the constraints of the Constitution, do what it considers conducive to the interests of good management and the furtherance of its objectives.

**10.2** The Executive Committee shall have the power to:

**10.2.1** Convene meetings;

**10.2.2** Acquire and dispose of, to hold, and to have custody and control of the funds and assets of the Association;

**10.2.3** Open banking, savings and/or deposit accounts for dedicated projects, which shall be operated under the joint signatures of any two of three members of any sub committee elected to manage such projects as authorized thereto by the Association from time to time.

**10.2.4** Appoint committees, determine their terms of reference and to dissolve any such committees;

**10.2.5** Enter into, confirm, vary or terminate agreements with any other person or body or association or persons for the furtherance of the objectives of the association;

**10.2.6** Nominate representatives of the Association to other bodies or associations or committees;

**10.2.7** Appoint paid members of staff when it deems to be advisable and necessary;

**10.2.8** Delegate powers to a member of staff appointed to enable proper execution of administrative functions;

**10.2.9** Lease or purchase or construct accommodation for the conduct of the affairs of the association;

**10.2.10** Co-opt, with voting rights, any person(s), whether they are members or not to assist in it's work on condition that the voting right would only be for the period of co-option ; and

**10.2.11** Make such rules, directions, policy guidelines or regulations as may be necessary in connection with the discipline, discharge or suspension of an executive member or members, and any related issues conducive to the sound and effective administration of the Association.

## **11. MEETINGS OF THE EXECUTIVE COMMITTEE**

**11.1** Meetings of the Executive Committee shall be determined by the Executive Committee as and when required.

**11.2** Notice of the meetings of the Executive Committee shall be given, in writing, at least seven (7) days prior to each meeting.

**11.3** A quorum for any Executive Meeting shall consist of a minimum of 50% of the members of the Executive Committee.

**11.4** Voting at any Executive meeting shall be decided by a majority vote of those members present. In case of a tie of votes the Chairman shall have a casting vote in addition to his deliberative vote.

**11.5** The Executive meeting shall be presided over by the Chairman of the Association and in her absence, by the Vice-Chairman. In the absence of both these members, the Executive Committee shall appoint a Chairman from amongst those members present.

## **12. DUTIES OF OFFICE BEARERS**

**12.1** Chairman:

**12.1.1** The Chairman of the Association shall preside at all meetings of the Association.

**12.1.2** The Chairman shall at the Annual General Meeting, submit a report on the Association's activities over the immediate previous year. The chairman shall be the spokesperson of the association

**12.1.3** The Chairman shall affix her signature to every approved amendment to the constitution made to the copy thereof contained in the Association minute book.

**12.2** Vice-Chairman:

**12.2.1** In the absence of the Chairman, the Vice-Chairman of the Association shall preside at all meetings of the Association and shall perform all duties of the Chairman.

**12.3** Treasurer:

**12.3.1** The Treasurer shall maintain a record of all income and expenditure of the association during his term of office.

**12.3.2** The Treasurer shall prepare and have audited a statement of revenue and expenditure for the preceding year for presentation to the Annual Meeting;

**12.3.3** The Treasurer shall submit an annual budget to the Executive Committee for presentation to the Annual General Meeting.

**12.4** Secretary:

**12.4.1** The Secretary of the Association shall have charge of the Association's official records and minute book.

**12.4.2** The Secretary shall record in the minute book, minutes of all meetings of the Association and make copies available.

**12.4.3** The Secretary shall conduct and record the correspondence of the Association.

**12.4.4** The Secretary shall be responsible for giving due notice of all meetings.

**12.5** The Chairman and Vice-Chairman shall be ex officio members of all sub-committees. Any vacancy in the office of Chairman or Vice-Chairman may be filled from the members of the Executive Committee at a meeting of the Executive Committee to be held immediately after the occurrence of such a vacancy, and any vacancy on the Executive Committee may be filled by co-opting an ordinary member of the Association.

**12.6** A member of the Executive Committee who is absent for three consecutive meetings without leave of absence shall cease to be an office bearer.

### **13. OPERATIONAL TERMS**

**13.1** The Financial year shall be from the 1st day of March in each year to the 28/29th day of February of the subsequent year.

### **14. GENERAL MEETINGS**

**14.1** The Annual General Meeting of the Association shall be held not later than three months after the close of the year at a venue and a time to be decided upon by the Executive Committee.

**14.2** Notice of the Annual General Meeting and the agenda for the meeting shall be sent by the Secretary to all members of the Association not less than twenty one (21) days before the meeting.

**14.3** A quorum for any general meeting of the Association shall consist of a minimum of 30% of the total paid-up members.

**14.4** The business of the Annual General Meeting shall be:

**14.4.1** to read and confirm the minutes of the last Annual General Meeting.

**14.4.2** To hear the annual report of the Chairman of the Association.

**14.4.3** To receive a statement of the financial position of the Association and an audited report of its income and expenditure for the year by the treasurer.

**14.4.4** To consider and vote upon any alteration or addition to the Constitution of which due notice has been given in terms of Section 20.

**14.4.5** To elect the office bearers in terms of Section 9.

**14.4.6** To appoint auditors for the ensuing year.

**14.4.7** To consider and if necessary to vote upon other relevant business.

**14.5** The Executive Committee shall have quarterly Meetings during a year.

**14.6** The Executive Committee shall call a Special General Meeting within thirty (30) days of receipt of a request in writing to do so, signed by not less than ten (10) paid-up members. Such a request must state the purpose of the Special General Meeting. Notice of such Special General Meeting shall be given as stipulated under section 14.2.

**14.7** A Special General Meeting shall only deal with the particular issue of which due notice has been given in terms of Section 14.5.

**14.8** Notice of a Special General Meeting and the subject of the meeting shall be sent by the Secretary to all members of the Association not less than twenty one (21) days before the meeting.

**14.9** The Chairman of any meeting shall have an ordinary as well as a deciding vote.

### **15. QUORUM AT GENERAL MEETINGS**

In the absence of a quorum within a half hour of the scheduled hour fixed for holding the annual meeting, the meeting shall stand adjourned until a date and time and at a place to be decided upon by the members present, which must not be held within 7 days and not later than 14 days.

### **16. VOTING AT ANNUAL GENERAL MEETINGS**

**16.1** All Members or their duly authorized secundi present shall be entitled to the number of votes stipulated in accordance to section 6.2.

**16.2** Except where otherwise specifically laid down in the constitution, a majority vote of those

members present and entitled to vote shall be decisive.

**16.3** In case of a tie of votes the Chairman shall at all meetings of the Association or Committees have a casting vote in addition to his deliberative vote.

**16.4** Except where otherwise specifically laid down in the constitution, voting at a Meeting of the Association shall be by show of hand unless a secret ballot is demanded by a majority of those members present who are entitled to vote.

**16.5** The declaration by the Chairman of the result of a vote shall be binding unless a recount of votes is immediately requested by a simple majority.

**16.6** Subject to the provisions of these rules the Chairman of any meeting may, with the consent of those present, adjourn the meeting from time to time and from place to place, but, except with the consent of the majority of members present at the meeting no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting that was adjourned. No notice need be given of an adjourned meeting unless it is directed in the resolution of adjournment.

## **17. LEGAL PROCEEDINGS**

The Association shall be a body with legal rights to own property, acquire assets, take on obligations, sue or be sued in its legal capacity in its own name or bring any proceedings in any competent Court of Law in the name of the Association.

## **18. INDEMNIFICATION**

The members of the Executive Committee and members appointed by the Executive Committee shall be indemnified and secured out of the assets of the Association from all actions, costs, losses, damages and expenses which they or any of them may incur or sustain by reason of any act done, concurred in or supposed duty, except in respect of such losses as they shall incur through their own neglect, default or dishonesty and none of them shall be answerable for the acts, omissions, neglects or defaults of other or others of them nor for the loss, misfortunes or damages which may happen in the execution of the office unless the same shall happen by or through their own neglect, default or dishonesty.

## **19. INTERPRETATION OF THE CONSTITUTION**

In case of doubt as to the meaning or interpretation of this Constitution, the Executive Committee shall be final arbiter and its decision shall be binding upon all members until the next Annual Meeting of the Association, when if so desired, the matter may be referred to the members present and entitled to vote for a decision by the majority.

## **20. AMENDMENTS TO THE CONSTITUTION**

This Constitution shall only be amended by a two thirds majority vote of the members present who are entitled to vote at an Annual General Meeting. Any proposal to amend or add to this Constitution shall be submitted in writing to the Secretary at least 30 days before the Annual General Meeting and the Secretary shall forthwith give notice of such a proposal to all members of the Association. Such a proposal must be signed by a proposer and secondant who are entitled to vote and shall be contained in the agenda, provided that, if the Executive Committee submits a proposal, it shall be deemed to be properly proposed and seconded.

In the case of amendments to the Constitution, paid-up members who will be unable to attend the Meeting may submit a proxy vote or a postal vote. Postal votes should reach the Secretary not less than seven (7) days before the Annual General Meeting. No member may hold more than five (5)

proxies for any vote.

**21. FINANCIAL REPORTS**

The Treasurer shall submit to the Auditor, not less than six (6) weeks after the 31st day of March of every year, a financial report for the year ending 28/29th February including a balance sheet setting out the position of the Association on such date. The Auditor must examine figures and information stated therein and report on that in writing. At least twenty-one (21) days prior to the date set for each Annual Meeting, the Secretary must dispatch to members the said audited financial report and balance sheet and also submit same at the Annual Meeting.

**22. AUDITORS**

The Association at each Annual Meeting shall appoint an auditor or competent and/or qualified person or body who shall retire from office or whose instruction shall terminate at each annual meeting and who shall be eligible for re-appointment.

**23. DISSOLUTION OF THE ASSOCIATION**

If upon the winding up, liquidation or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall revert to the Members and in case of fixed movable property donated to the Association to the donors of such property.

This constitution approved and ratified in Nairobi on this the \_\_\_\_ day of \_\_\_\_\_ 2010 \_\_\_\_

PROPOSED.....

SECONDED.....

CHAIRMAN.....

**ANNEXURE A TO KAWT CONSTITUTION: MEMBERSHIP FEES**

INDIVIDUAL MEMBERS: KSH 5,000 joining fee and 3,000ksh annual subscription

ASSOCIATIONS AND ORGANIZATIONS: KSH 20,000 joining fee and 15,000 annual subscription

BUSINESS MEMBERS: KSH 20,000 joining fee and 15,000 annual subscription