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**CONSTITUTION**  
**OF**  
**KENYA GREEN BUILDING SOCIETY**

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**ARTICLE I: THE NAME**

The name of the Society shall be **Kenya Green Building Society**, hereinafter referred to as the “**Society**”.

**ARTICLE II: THE OFFICE**

The office of the Society shall be at such address in Kenya as the Society may from time to time determine.

**ARTICLE III: NATURE OF THE ORGANISATION**

**Kenya Green Building Society** is a non-political and non-profit making membership organization.

Kenya Green Building Society is affiliated to the **World Green Building Council**, hereinafter referred to as the “**Council**”.

**ARTICLE IV (1) VISION**

The Kenya Green Building Society seeks to lead the transformation in the construction industry towards environmentally sustainable buildings, promoting healthy and efficient built environment.

## **(2): MISSION**

- To advocate and educate on green building design principles, practises, technologies and operations while enabling objective measurement and recognition of green buildings by use of a set framework in order to achieve an environmentally, socially and economically progressive built environment

## **(3) CORE VALUES:**

- Social Responsibility
- Mutual Responsibility
- Equality and Equity
- Professionalism
- Integrity and Transparency
- Creativity and Innovation
- Commitment

## **(4) OBJECTIVES:**

The Society shall have the following objects:

- (i) To provide and sustain a forum for members to address issues of common interest geared towards achieving the goal of promoting green buildings
- (ii) To lead the transformation in the construction industry towards environmentally sustainable buildings, promoting healthy and efficient environments
- (iii) To promote and improve the awareness of green building designs, practices, programs, technologies and operations
- (iv) To campaign for the wider recognition of environmentally responsible buildings and lead a market transformation of the building industry
- (v) To develop a standard which is recognized as a quality management system for design, building and construction, and to develop and publish a code of conduct and a standards measurement, and seek their recognition

as quality management systems for building

- (vi) To independently assess and ensure that members conform to requisite standards
- (vii) To raise professional and ethical standards by publicizing environmentally responsible practices within the building industry and the wider community.
- (viii) To support and encourage teaching programs aimed at raising the knowledge and awareness of green buildings
- (ix) To affiliate and/or co-operate with, or subscribe to any association, society, corporation or organization in any part of the world, whose objects are in general respects, similar to the Objects of this Society
- (x) To form branches of the Society in any part of the country
- (xi) To support and encourage teaching programs aimed at raising the knowledge/awareness of green buildings.
- (xii) To campaign, solicit or otherwise obtain funds to be applied towards the above objectives

## **(6): POWERS**

The Society shall have the powers:-

- a) To solicit by public appeal or otherwise within Kenya or elsewhere, for donations, grants, gifts, legacies and bequests, either in cash or in kind for the general purposes of the Society, or from individuals, trusts, companies, corporations, firms, aid agencies, foundations, associations, governmental and inter- governmental authorities or other sources, for any specific purpose which is within the objectives of the Society

- b) To expend such money and to incur such liabilities for the maintenance of the Society or any part thereof or for the objectives of the Society
- c) To employ such researchers, programme promoters, advisers, consultants, managers, legal counsel, accountants, auditors and other staff for such periods and on such terms as to remuneration or otherwise as considered necessary or desirable for the better fulfillment of any of the objectives of the Society
- d) To borrow such monies as may be required to carry out the objectives of the Society and to give such security (where necessary) for the repayment thereof as is expedient
- e) To acquire, purchase, sell, hold or deal in any property, right, or license or interest for the purposes of carrying out the objectives of the Society and to accept and hold property upon trust for any purpose general or special
- f) To create and cause registration of schemes such as Benevolent Fund, Pension and Retirement Schemes, Life insurance and Investments, Members' Sacco for the benefit of members and staff, make such rules and regulations to govern their operations.
- g) To make By-Laws, rules and regulations, policies and procedures including amendments from time to time as it shall think fit for the administration of the Society subject to the Constitution of the Society
- h) To do all such other things as are or may be deemed incidental or conducive to the attainment of any or all of the powers of the Society.

## **ARTICLE V: MEMBERSHIP**

- {i} There will be two categories of membership
  - a) Individual Member
    - Student Member*
  - b) Corporate Member

## *Supporting Organisations*

The Membership Committee shall make rules and regulations to regulate membership of the Society. Such rules and regulations shall be tabled at a duly convened general meeting of the members and shall be approved by a vote of at least 50% of the members present and voting.

### **{ii} Individual Member**

Any person over the age of eighteen years shall be eligible for membership of the Society subject to the Membership rules and regulations in force at the time of the application, and shall become a member on payment of the prescribed entrance fee.

#### *{ii b} Student Member*

1. To be eligible a person must prove that he is pursuing a relevant course in any of the prescribed sectors
2. Once approved a student member will pay 50% of the individual annual member fee
3. A student member may attend any of the general meetings of the Society but shall have no voting or nominating right.

### **{iii} Corporate Member**

Any Private and Corporate entities who include but are not limited to an Organisation, Society, Association or Service Provider, as prescribed in the By-Laws and the Membership rules and regulations may apply for membership.

#### *{iii b} Affiliated/Strategic Partners*

Non-profit organisations and commercial companies shall qualify as supporting organisations of the Society by virtue of providing annual grants, above an agreed minimum level to be determined by the Membership Committee from time to time.

Affiliated/strategic partners shall have no voting or nominating rights.

**{iv} Application for Membership**

Every member shall apply for membership using the prescribed application form which is available from the Membership Committee

**{v} Entrance Fees and Subscriptions**

1. The Board in consultation with members of the Society shall set the Entrance Fees and Annual Subscriptions for members.
2. The said fees maybe amended from time to time and such amendment must be ratified by a resolution of a general or special meeting of the Society.
3. Members will be required to pay membership fees as assessed by the Society. Every member shall pay the annual subscription on demand

**4. Life Membership**

A member may wish to pay Life membership in lieu of annual subscription. Life Membership shall be calculated at the rate of 10 years' subscription and will be amortized annually in the books of accounts of the Society.

Such payment will be final and may not be impacted by revised fees or subscriptions of the member.

No refunds will be made to a Life member who ceases to be a member of the Society howsoever the cessation occurs.

**{vi} Certificate of Membership**

A current, valid certificate of membership signed by the Chairperson of the Society will be in force at all times.

**{vii} Cessation of Membership**

An Individual or Corporate Member shall cease to be a member of the Society upon any of the following occurrences:

Any member who resigns from the Society may submit his resignation to the Secretary which shall take effect from the date of receipt by the Secretary of such notice

A member may be expelled from the membership if the Board so recommends and if a general meeting of the Society shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Society, or that he has contravened any of the provisions of the Constitution of the Society.

The Board shall the have power to suspend a member from membership until the next general meeting of the society following such suspension but not withstanding 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.

Any member who falls into arrears with his subscription for more than three (3) months shall automatically cease to be a member of the Society and his name shall be struck off the register of members. The Board may, however, at its discretion reinstate such a member on payment of the total amount of subscription outstanding

In the case of death or certification of insanity of an individual member and in case of dissolution or receivership of a Corporate Member

## **ARTICLE VI: CODE OF PROFESSIONAL CONDUCT**

{i} The Society shall in pursuance of the objects stated formulate a Code of Professional Conduct. Such a Code shall form an Appendix to this Constitution. The Code may be amended from time to time by a resolution of a general or special meeting of the Society, which shall be passed by two thirds of the full members present.



- {ii} All members of the Society shall subscribe to and uphold the Code of Professional Conduct as published and as amended from time to time.

## **ARTICLE VII: OFFICE BEARERS – THE BOARD**

- {i} The office bearers who form the Board of the Society shall be:

1. The Chairperson
2. The Vice Chairperson
3. Immediate Past Chairperson
4. The Secretary
5. Assistant Secretary
6. The Treasurer
7. Assistant Treasurer
8. Chief Executive Officer – *Ex-officio*

- {ii} Office bearers shall be elected at a general meeting of the Society (*see Article IX below*) and shall be proposed and seconded by full members of the Society.

- {iii} Office bearers shall be members of the Society and shall hold office until the next succeeding annual general meeting, but shall be eligible for re-election, subject to the condition in {iv} below.

- {iv} Any office bearer who ceases to be a member of the Society as provided in V {vii} above shall automatically cease to be an office bearer, and every office bearer shall be subject to the rules in respect of membership above.

- {vi} In the event of the death, withdrawal or resignation of an office bearer, the Board may co-opt another member to act in his place until the next general meeting of the Society is held. A co-opted member shall resign at the next general meeting and will be eligible to seek election.

## **ARTICLE VIII: DUTIES OF OFFICE BEARERS**

### **{i} The Chairperson**

The Chairperson shall be elected at the general meeting for a term of three years but will be eligible to seek re-election. No person shall be elected to serve in the position of the Chairperson for a period exceeding two terms whether or not served consecutively. The Chairperson shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Society and at the annual general meeting or other general meetings of the Society.

### **{ii} The Vice Chairperson**

The Vice-Chairperson will be elected at the general meeting of members. The Vice-Chairperson shall perform any of the duties of the Chairperson in his absence or such other duties as maybe assigned to him by the Committee or by the Chairman

### **{iii} Immediate Past Chairperson**

An outgoing Chairperson whose term has expired will serve in the Committee in the capacity of Immediate Past Chairman for a term of three years. The Immediate Past Chairman will be counted in determining the quorum but will not sit on any Sub-Committees of the Board.

### **{iii} The Secretary**

The Secretary shall deal with all the correspondence of the Society under the general supervision of the Chairperson. In case of urgency where the Chairperson is not available, the Vice Chairperson shall be consulted. The decision reached will be subject to ratification or otherwise at the next Board Meeting. The Secretary shall issue notices convening all meetings of the Society, and shall be responsible for, keeping minutes of all proceedings and records, and generally, for the satisfactory administration of the affairs of the

Society. He shall also maintain a members' register in compliance with *Article XVII* of this Constitution.

{iv} **Assistant Secretary**

The Assistant Secretary will assist the Secretary as and when necessary, and will carry out the duties of the Secretary in his absence, and/or any other duties which may be assigned him by the Board or the Chairperson.

{v} **The Treasurer**

The Treasurer shall receive and disburse monies belonging to the Society under the direction of the Board and shall issue receipts for all monies received, and preserve vouchers for all money paid out. The Treasurer is responsible to the Board and to the members that proper books of account of all monies received and paid by the Society are written, preserved and kept available for inspection.

{vi} **Assistant Treasurer**

The Assistant Treasurer will assist the Treasurer as and when necessary, and will carry out duties of the Treasurer in his absence, or any other duties which may be assigned by the Board or Chairperson.

{vii} **The Chief Executive Officer**

The Chief Executive Officer (CEO) is an ex-officio member of the Board and of all the Sub-Committees of the Board and shall be appointed by the Board on such terms and period of employment as agreed upon by both parties. The CEO is not an elected office bearer and may or may not be a member of the Society.

The CEO shall be responsible for the day to day running of the Society, including recruitment of subordinate staff, and for that purpose shall have

authority to give directions to the staff employed by the Society as to the manner in which they shall perform their duties.

The CEO shall be required to make reports to the Board upon which action shall be taken as the Board deems fit

## **ARTICLE IX: THE BOARD**

The Society shall be managed by a Board of a minimum of *nine members and a maximum of twelve members*. The Board shall consist of all the office bearers, the immediate past chair, one KGBS founder of the Society and not more than four other full members elected at the annual general meeting. Such Board members shall hold office for a term of three years until the succeeding annual general meeting but will be eligible to offer themselves for re-election for a further term.

Office bearer may serve for no more than a total of two terms whether or not consecutively served respective of position.

The Board shall

{i) meet at **twice a year**, at such times and places as it shall resolve

Board shall convene other special meetings subject to 14 day notice. The board may also through electronic or other technical methods available pass resolution signed by 75% of the board.

{ii} fill any casual vacancies in the Board until the next Annual General Meeting

{iii} co-opt any person or institution who the Society feels would make positive contribution to its objects

{iv} The quorum for meetings of the Board shall be not less than a third of its members.

## **ARTICLE X: DUTIES OF THE BOARD**

- {i} The Board shall be responsible for the day to day management of the Society and for that purpose may give direction as to the manner in which, within the law, and in conformity with the Constitution and/or rules of the Society, the office will run.
- {ii} The Board shall have power to appoint such Sub-Committees and prescribe such Terms of Reference with or without limitation terms as it may deem desirable, to make reports to the Board, upon which action shall be taken as seems appropriate to the Board.
- {iii} The Board shall have the power to nominate individuals to represent the interests of the Society on any Task Force or other external committee or body that may be incorporated or set up by any authority from time to time.
- {iv} The Board may, at its absolute discretion, admit person(s) whose accomplishments will make major contributions to the profession, increase the common good and reflect credit on the Society. Such person(s) shall not be required to pay entrance fees or annual subscriptions and shall have all the rights and privileges of membership except the right to vote.
- {v} The Board shall appoint and/or employ individuals and/or enter into contracts for the provision of services for and on behalf of the Board, on such terms and conditions, without limitation terms, as to payment and/or remuneration, as the Board shall in its sole discretion determine, provided that any such appointments and/or contracts may be terminated by way of a resolution of the Board.
- {vi} Except as otherwise specified herein, the Board shall authorize all moneys disbursed on behalf of the Society.
- {vii} The Board may from time to time, make, vary, or revoke the by-laws, rules and/or code of conduct for the regulation of the internal affairs of the Society, conduct of the members, conduct of its elections and conduct of its aims, objects and activities.

All such by-laws, rules and/or codes of conduct shall be submitted to the General Meeting for approval and if approved shall, until revoked, be binding on the members of the Society.

{viii} No member of the Board shall be held personally liable for any acts done or carried out in good faith on behalf of the Society.

{ix} In the event that a Board member is absent without good reasons (communicated to the Board) from three consecutive meetings of the Board, he shall be immediately suspended from office and the matter shall be referred to an appropriate Sub-Committee who shall determine what action should be taken in respect of such member.

{x} The members of the Board shall be entitled to remuneration and/or shall be reimbursed for expenses incurred in the course of their duties as officers and/or Board members of the Society provided that any remuneration shall be first approved by a general meeting of the Society.

## **ARTICLE XI: BRANCHES**

Branches of the Society may be formed with the approval of the Board and the Registrar of Societies and the branches so formed shall adopt the same Constitution as that of the headquarters with the following exceptions:

(a) The aims and objects shall not include the formation of branches

(b) Amendments to the Constitution can only be made by the headquarters of the Society in accordance with the provisions contained in *Article XVI* herein

(c) The provisions of *Article XVIII (Dissolution)* shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters

## ARTICLE XII: TRUSTEES

- a) 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 (3) trustees who shall be members of the Society and who shall be appointed at an Annual General Meeting for a period of three years. On retirement such trustees shall not be eligible for re-election. A general meeting shall have the power to remove any of the trustees on the recommendation of the Board and all vacancies occurring by removal as provided in *Article V {vii}* of the Constitution, 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 the opinion of the trustee is necessary or desirable shall be reported by the trustees to the Board which shall authorize expenditure of such money as it thinks fit.

## ARTICLE XIII: GENERAL MEETINGS

- {i} There shall be two classes of general meetings, annual general meetings and special general meetings.

### **Annual General Meeting**

- {ii} The annual general meeting shall be held not later than *15<sup>th</sup> April* each year. Notice in writing of such annual general meeting, accompanied by the annual statement of accounts 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, the notice of the meeting may be published in appropriate media not less than 14 days before the date of the meeting.
- {iii} The agenda for the annual general meeting shall consist of the following:
  - a} Adoption of the minutes of the previous annual general meeting

- b} Chairperson's Report
- c} Consideration and adoption of accounts
- d} Elections of Board Members and Trustees
- e} Appointment of auditors in accordance with *Article XV*
- f} Such other matters of which a notice shall have been given in writing to the Secretary at least 7 (seven) days before the day of the meeting or as the Board may decide or any
- g} Any other business with the approval of the Chairperson

### **Special General Meeting**

{iv} The Board may call a special general meeting for a specific purpose. Notice in writing of such a meeting shall be sent to all members not less than 7 (seven) days before the date of the meeting and where practicable by press advertisement not less than 7 (seven) days before the date of such meeting.

{v} A special general meeting may also be requisitioned for a specific purpose by order in writing to the Secretary by no less than one third of the members and such meeting shall be held within 21 days of the date of the requisition. The notice for such meeting shall be issued as in {iv} above, and no other matter shall be discussed other than that stated in the requisition.

### **Quorum**

{vi} The quorum at a general meeting shall be not less than one third of paid-up members

{vii} Proxies will count towards determining a quorum

{viii} Only paid up members shall be permitted to attend and vote at a general or special general meeting.



#### **ARTICLE XIV: PROCEDURE AT MEETINGS**

- {i} At all meetings of the Society, the Chairperson or in his absence, the Vice-chairperson, or in the absence of both these office bearers, a full member selected by the meeting shall take the chair.
- {ii} The Chairperson may at his discretion limit the number of persons permitted to speak in favor of or against any motion.
- {iii} Except as otherwise provided for in these rules, resolutions shall be decided by simple voting by a show of hands by full members. In case of equality of votes, the Returning Officer shall hold a secret ballot. In case of a tie the Chairperson shall have a second or casting vote.

#### **ARTICLE XV: AUDITOR**

- {i} An auditor approved by the Society 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 receipts and payments, and a statement of assets and liabilities made up to date which shall be not less than six weeks and not more than two 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 Society in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- {ii} 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 will be entitled to speak at a members meeting and may answer questions directed at him in his professional capacity. An Auditor may be

paid such honorarium as may be resolved by the annual general meeting appointing him.

{iii} No auditor shall be an office bearer or a member of the Board of the Society.

## ARTICLE XVI: FUNDS

{i} The funds of the Society may only be used for the following purposes:

- a} furtherance of the objects of the Society; and
- b} charitable purposes approved by the Board

{ii} All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Society in any bank or banks approved by the Board.

{iii} No payments shall be paid out of the bank account without a resolution of the Board authorizing such payment and all cheques on such bank account shall be signed by an office bearer and the Treasurer or any other officer of the Society, as shall be appointed for the purpose by the Board.

{iv} A sum to be decided by the Board from time to time may be kept by the Treasurer for petty cash disbursements of which proper account shall be kept.

{v} The Board shall have the 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 power to appoint another full member in his place. Such suspension shall be reported to a special meeting to be convened on a date not later than two months from the date of such suspension and the special meeting shall have full power to decide what action should be taken in the matter.

{vi} The financial year of the Society shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.  
- see Article XIII Annual subscriptions for any one year shall be due on

demand. The annual subscription shall be paid in a single payment and shall not be paid by way of installments or otherwise unless approved by the Society at a General Meeting.

## **ARTICLE XVII: LAW SUITS**

The Board is authorized in terms hereof to pursue any lawsuit in the name of the Society, either as plaintiff or defendant.

## **ARTICLE XVIII: AMENDMENTS TO THE CONSTITUTION**

- {i} Amendments to the constitution of the Society must be approved by at least 75% majority of full members at a general meeting of the Society. Such amendments shall not, however be implemented without the prior consent, in writing, of the Registrar of Societies obtained upon application to him made in writing and signed by three of the office bearers.

## **ARTICLE XIX: DISSOLUTION**

- {i} The Society shall not be dissolved except by a resolution passed at a general meeting of members by a vote of 75% of the full members present. The notice calling the meeting at which such a resolution shall be passed must be given to the Society at least 21 days prior to the meeting.
- {ii} The quorum at such a meeting shall be 50% of paid up membership of the Society. If no quorum is obtained, the proposal for dissolution of the Society shall be submitted to a further meeting, which shall be held one month later.
- {iii} 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 for this second meeting shall be the number of members present.
- {iv} 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.

{v} When the Registrar has approved the dissolution of the Society, no further action will be taken by the Board or office bearers in connection with the aims of the Society other than to get in and liquidate for cash all the assets of the Society. Subject to the payment of all debts of the Society, the balance thereof shall be remitted to the Society.

{vi} Any money remaining after settling all the debts of the Society shall be remitted to an organization with similar objectives or a charitable organization selected by the members.

**ARTICLE XX: INSPECTION OF ACCOUNTS,  
LIST OF MEMBERS AND REGISTERS**

The books of account, documents relating thereto and a list of members and register of the Society shall be available for inspection at the registered office of the Society by any member on giving not less than seven days' notice in writing to the Society.