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CONSTITUTION

and By-Laws

Bima Afya Group Welfare

Registered Welfare Society

Established: July 2018

Last Amended: January 2026

CONSTITUTION AND BY-LAWS

PREAMBLE

We, the members of Bima Afya Group Welfare, recognizing the need for mutual support, collective empowerment, and financial security, do hereby establish this Constitution to govern our affairs and guide our operations.

ARTICLE I: NAME AND REGISTERED OFFICE

1.1 The name of the organization shall be **Bima Afya Group Welfare** (hereinafter referred to as "the Group").

1.2 The registered office shall be located at the address determined by the Executive Committee, currently operating through regional representatives across Kenya.

1.3 The Group is a non-political, non-religious, and non-profit making welfare organization.

ARTICLE II: OBJECTIVES

The objectives of the Group shall be:

1. To provide a platform for members to save and access credit facilities at affordable interest rates.
2. To promote the welfare of members through mutual support during times of need (illness, bereavement, celebrations).
3. To empower members financially through education on financial management and investment opportunities.
4. To create a forum for social interaction and networking among members.
5. To undertake any other activities that promote the well-being of members as determined by the General Meeting.

ARTICLE III: MEMBERSHIP

3.1 Eligibility

Membership is open to all NHIF staff members and their immediate family members who:

- Are of legal age (18 years and above)
- Complete the official registration form
- Pay the registration fee as determined by the General Meeting
- Are approved by the Executive Committee

3.2 Categories of Membership

1. **Ordinary Member:** A fully registered member with voting rights and eligible for all benefits.
2. **Associate Member:** A spouse or family member of an ordinary member with limited voting rights.

3.3 Rights of Members

1. Right to vote and be voted for (ordinary members only)
2. Right to access loans subject to terms and conditions
3. Right to receive welfare benefits as per the By-Laws
4. Right to attend and participate in General Meetings
5. Right to access information about Group affairs

3.4 Obligations of Members

1. Make regular monthly contributions
2. Attend meetings or send apologies
3. Abide by this Constitution and decisions of the General Meeting
4. Maintain confidentiality of Group matters
5. Support fellow members in times of need

3.5 Termination of Membership

Membership may be terminated by:

1. Voluntary withdrawal (one month's notice required)
2. Failure to contribute for three consecutive months without valid reason
3. Gross misconduct as determined by the Disciplinary Committee
4. Death (benefits payable to nominated beneficiaries)

ARTICLE IV: GOVERNANCE STRUCTURE

4.1 The General Meeting

The General Meeting is the supreme authority of the Group and comprises all ordinary members. It shall:

- Meet at least once every quarter
- Elect the Executive Committee every two years
- Approve annual budgets and financial statements
- Amend the Constitution (two-thirds majority required)
- Make final decisions on disciplinary matters

4.2 The Executive Committee

The Executive Committee shall comprise:

1. Chairperson
2. Vice Chairperson (optional, appointed from members)
3. Secretary
4. Treasurer
5. Regional Representatives (7 regions)

4.3 Tenure of Office

Executive Committee members shall serve for a term of two (2) years and are eligible for re-election for one additional term.

ARTICLE V: DUTIES OF OFFICE BEARERS

5.1 Chairperson

- Preside over all meetings of the Group
- Provide overall leadership and strategic direction
- Represent the Group in external forums
- Sign official documents on behalf of the Group
- Cast deciding vote in case of a tie

5.2 Secretary

- Keep all records and minutes of meetings

- Maintain the membership register
- Handle correspondence
- Prepare meeting agendas in consultation with the Chairperson
- Keep custody of the Group's seal and documents

5.3 Treasurer

- Keep all financial records
- Receive and bank all Group funds
- Prepare financial reports
- Present accounts at General Meetings
- Ensure proper financial controls are maintained

5.4 Regional Representatives

- Coordinate Group activities in their respective regions
- Recruit new members
- Collect contributions
- Represent members' concerns to the Executive Committee
- Verify loan applications from their regions

ARTICLE VI: FINANCE

6.1 Sources of Funds

1. Monthly member contributions
2. Interest from loans
3. Registration fees
4. Donations and grants (subject to approval)
5. Any other lawful sources approved by the General Meeting

6.2 Financial Year

The financial year shall run from 1st January to 31st December.

6.3 Banking

All Group funds shall be deposited in a bank account operated by the Treasurer and one other signatory (Chairperson or Secretary).

6.4 Auditing

The accounts shall be audited annually by an internal auditor appointed by the General Meeting. External audit may be conducted at the discretion of the General Meeting.

ARTICLE VII: MEETINGS

7.1 Types of Meetings

1. **Annual General Meeting (AGM):** Held within the first quarter of each year
2. **Quarterly Meetings:** Regular meetings to discuss Group affairs
3. **Special General Meetings:** Called to discuss urgent matters
4. **Executive Committee Meetings:** Monthly meetings of the committee

7.2 Quorum

The quorum for General Meetings shall be one-third of registered ordinary members. For Executive Committee meetings, quorum shall be five members.

7.3 Notice of Meetings

Notice of General Meetings shall be given at least 14 days in advance, and 7 days for Executive Committee meetings.

ARTICLE VIII: LOANS AND CREDIT

Detailed loan policies are provided in the By-Laws, but the following principles shall apply:

1. Maximum loan amount shall be three times the member's total contributions
2. Interest rate shall be determined by the General Meeting (currently 12% per annum)
3. Loan applications require minimum two guarantors who are members in good standing
4. Repayment period shall not exceed 24 months for standard loans
5. Late payments attract penalties as specified in the By-Laws

ARTICLE IX: WELFARE BENEFITS

The Group shall provide the following welfare benefits:

1. **Bereavement Support:** Financial contribution to members who lose immediate family members
2. **Medical Support:** Assistance for members facing major medical expenses
3. **Celebration Support:** Contribution to members during weddings, graduations (as budget allows)
4. **Emergency Loans:** Quick access loans for urgent needs

Specific amounts and conditions shall be detailed in the By-Laws.

ARTICLE X: DISCIPLINE

10.1 Offenses

The following shall constitute offenses:

1. Fraud or misappropriation of Group funds
2. Disclosure of confidential information
3. Disrespect to office bearers or members
4. Defaulting on loan repayments without valid reason
5. Any conduct bringing disrepute to the Group

10.2 Sanctions

Sanctions may include:

1. Verbal warning
2. Written warning
3. Suspension from benefits for a specified period
4. Expulsion from membership
5. Legal action where applicable

ARTICLE XI: AMENDMENTS

This Constitution may be amended by a two-thirds majority vote at a General Meeting, provided that notice of the proposed amendment was given in the meeting notice.

ARTICLE XII: DISSOLUTION

12.1 The Group may be dissolved by a three-quarters majority vote at a Special General Meeting called specifically for that purpose.

12.2 Upon dissolution, after settling all debts, remaining assets shall be distributed equally among members who have been in good standing for at least six months prior to dissolution.

CERTIFICATION

We, the undersigned, being the duly elected office bearers of Bima Afya Group Welfare, do hereby certify that this Constitution was adopted by the General Meeting held on _____ and supersedes all previous constitutions.

Chairperson

Dr. Pamela Nyaboke Marendi

Date: _____

Secretary

Ms. Joan Muthoni Kamau

Date: _____

Treasurer

CPA John Kennedy Ofunya

Date: _____

Note: Any amendments to this Constitution must be recorded below with dates and signatures of approving officers.