

# Succulenta East Africa

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## Terms of Reference

1. **Name:** The name shall be **Succulenta East Africa**, “Succulenta” for short, which is a working group of Nature Kenya.
2. **The aims and objectives** of Succulenta are to support the cultivation, conservation, study and popularisation of all succulent plants.
3. **To achieve these aims:**
  - a) There shall be meetings, field excursions and publications, including a quarterly Newsletter to be issued to all paid-up Members containing news, articles of interest, announcements of meetings and the like;
  - b) Members are encouraged to work for the preservation and conservation of indigenous flora, including succulent plants:
    - i. In their natural habitat;
    - ii. As regards aloes and succulent plants threatened by extinction in their natural habitat, in botanical gardens, parks and other protected areas; and
    - iii. Having due regard to CITES and Kenyan law, in private gardens. Such gardens could be a refuge for plant species should other protections fail;
  - c) Members are encouraged to carry out and promote field work and research and to produce publications and articles on succulent plant species, their natural habitats and, where appropriate, sustainable use and thereby to expand knowledge in these fields.
  - d) In all of these endeavours, to be mindful of the good offices of Nature Kenya and their work to influence Government policy and decision making.
  - e) To cooperate and exchange information with any society or other body having similar objectives.
4. **Membership and subscriptions**
  - a) Membership of Succulenta East Africa is open to all persons and institutions, provided that they must also be members of Nature Kenya;
  - b) The Committee has discretion to accept or reject applications, which should be made in prescribed form;
  - c) The Committee has discretion to establish different categories of membership, for example seniors and/or joint membership for couples, provided that they are applied consistently thereafter;
  - d) The Committee has discretion to appoint suitable persons as Honorary Members or Honorary Lifetime Members;
  - e) Members shall pay an annual subscription, as determined by the Committee from time to time, at the time of joining and upon the anniversary thereafter. This shall be paid together with membership fees for Nature Kenya.
  - f) Any member failing to pay their subscription within five months of the due date shall be deemed to have resigned, provided that at least one reminder shall have been sent to them.
  - g) An institutional member may appoint an individual to attend meetings, vote and speak at meetings on its behalf and that individual may also be a Committee member.

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## 5. Meetings of Members

- a) An Annual General Meeting of the members of Succulenta East Africa (the AGM) shall be held annually, not later than 31<sup>st</sup> May for the purpose of:
  - i. receiving the Chairman's Annual Report on Succulenta's activities;
  - ii. receiving the Hon Treasurer's Annual Report on the Accounts;
  - iii. electing a Chairman and other Committee officers if necessary;
  - iv. any other business .
- b) Any meeting of Members other than the Annual General Meeting shall be named a Special Members Meeting. It may be called by the Committee at any time upon request by not less than five members and must be held within one month of such request.
- c) Twenty-one days' notice of Annual and Special Members' meetings shall be given in writing. In the case of Special meetings, the notice must include the wording of any proposed resolutions or state the nature of the business to be discussed.
- d) The Chairman or Hon Secretary shall chair Members' meetings. In their absence, the members may appoint one of their own number in their place.
- e) The quorum for a valid meeting of members shall be a minimum of seven members present.
- f) Each member is entitled to vote and has one vote on each resolution tabled. In the event of deadlock, the Chairman shall have a casting vote.

## 6. Committee matters

- a) Management of the affairs of Succulenta East Africa shall be vested in a Committee, comprising a Chairman, Hon Secretary, Hon Treasurer, a Functions Organiser, a Liaison Officer for affairs with Nature Kenya, plus up to four other members, all to be elected at Annual General Meetings and to hold office until the conclusion of the subsequent Annual General Meeting;
- b) The Committee shall meet at least three times annually;
- c) The quorum for the valid conduct of Committee meetings shall be not less than three Committee members present. In case of deadlock the Chairman shall have a casting vote.
- d) The Committee shall have the following powers:
  - To convene meetings of the Members;
  - To control Succulenta's funds, stocks and other assets, and in particular to operate a current account with Nature Kenya and/or to open a bank current account in Succulenta's name. All payments or withdrawals from any current account with Nature Kenya or a bank shall be authorised in writing by the Chairman or Hon Treasurer alone for amounts within limits set from time to time and by the Chairman and Hon Treasurer signing either jointly or jointly with the Hon Secretary for amounts exceeding such limits;
  - To appoint an Editor for the Newsletter and other publications;
  - To co-opt any member to be a Committee member, such appointment to last until the next Annual General Meeting;
  - Generally to do all such things as may be necessary or expedient or desirable to further the aims and objectives of Succulenta East Africa.

## 7. Accounts

- a) The financial year of the society shall be from 1<sup>st</sup> January to 31<sup>st</sup> December each year;

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- b) The Hon Treasurer shall maintain proper financial records which shall show a true and correct view of the society's funds and financial affairs at all times;
- c) The Hon Treasurer shall prepare financial statements at each year end for review and approval by the Committee. Following approval of the financial statements, to be evidenced in the Committee's minutes of the meeting held to approve them and signature on the financial statements by the Chairman and Hon Treasurer, copies shall be sent to all Members of Succulenta together with notice of the Annual General Meeting, where they will be subject to approval by the Members.

## **8. Dissolution**

In the event of dissolution or winding up of Succulenta East Africa the Committee shall arrange to hand over all of Succulenta's assets to Nature Kenya, whom failing another relevant organisation or charity approved by the Committee.

## **9. Amendments to the Terms of Reference**

Succulenta's Terms of Reference may be amended by two thirds of the Members present and voting at an Annual General Meeting or Special Members' Meeting, provided that not less than fourteen days' notice of the proposed amendment(s) have been given in writing.

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