



AMENDED CONSTITUTION

OF

KENYA WILDLIFE CONSERVANCIES ASSOCIATION

**AMENDED CONSTITUTION FOR KENYA WILDLIFE CONSERVANCIES
ASSOCIATION – AS PER THE AMENDMENTS APPROVED AT THE ANNUAL
GENERAL MEETING HELD ON 28TH MARCH 2019**

1. NAME AND AREA OF OPERATION

The Association shall be called "**Kenya Wildlife Conservancies Association**" hereinafter referred to in this Constitution as the Association, and its area of operation shall be within the Republic of Kenya.

2. REGISTERED OFFICE / POSTAL ADDRESS

The registered address of the Association shall be at Nairobi and its Postal Address shall be Post Office Box Number 1038-00517 Nairobi. Notice of any change of address shall be given to the Registrar.

3. DEFINITIONS AND INTERPRETATIONS

In this Constitution, unless inconsistent with the context, or otherwise specified, the following words, phrases and abbreviations shall have the meanings set out below:

3.1 "**Association**" means the Kenya Wildlife Conservancies Association.

3.2 "**Conservancy**" includes private, community and group conservancies.

3.3 "**Constitution**" means this Constitution as amended or modified from time to time.

3.4 "**Executive Committee**" means the board of the association which shall consist of the Office Bearers and 3 other expert members appointed based on their expertise and skill.

3.5 "**General Meeting**" shall mean an Annual General Meeting, Ordinary Meeting or Special General Meeting.

- 3.6 "KWCF" means the Kenya Wildlife Conservancies Foundation
- 3.7 "Member" means a registered member of the Association **including community, private and group wildlife conservancy, sanctuary and game farm.**
- 3.8 "National Conservancy Council" means the management committee of the Association and shall be composed of one representative from each conservancies regional association.
- 3.9 "NGO" means a Non-Governmental Organization.
- 3.10 "Registrar" means the Registrar of Societies.
- 3.11 "Secretariat" means the Secretariat appointed under clause 23 of this Constitution.
- 3.12 The headings in this Constitution are inserted for ease of reference only and shall not be taken into account in the construction or interpretation of any provision to which they refer.
- 3.13 Words importing the singular number shall include the plural and *vice versa*, and words importing the masculine shall include the feminine and neuter and *vice versa*.
- 3.14 References to clauses and sub-clauses of this Constitution, and the words "hereunder", "hereof", "hereto", "herein", and words of similar meaning, shall be deemed to be references to these By-laws as a whole and not to any particular clause of these By-laws.

4. OBJECTS

The Association shall be non-political and shall not be a trade union and its objectives are:

4.1 To give the authentic voice to communities and landowners conserving and managing wildlife in Kenya.

4.2 To be the hub and repository for data and information for conservancies in Kenya

- 4.3 To provide a united advocacy platform for wildlife industry governance in Kenya.
- 4.4 To provide a forum for members to exchange information, ideas, experiences and best practices.
- 4.5 To build capacity of members to develop sustainable wildlife conservation programs and enterprises.
- 4.6 To encourage wildlife conservation and management stewardship among communities and land owners to increase space for wildlife
- 4.7 To promote adoption of wildlife conservation as a land use option alongside other land uses.
- 4.8 To advocate for benefits, incentives and sustainable financing for persons practicing wildlife conservation and management as a land use option.
- 4.9 To raise the profile of wildlife conservation as a recognized economic activity in Kenya.
- 4.10 To foster the spirit of strategic partnerships and cooperation between members and with government agencies, conservation NGOs, development partners and private sector.
- 4.11 To liaise with the Government of Kenya and other relevant State Corporations that work or impact on the interests of promoting and supporting wildlife conservation policies and initiatives.
- 4.12 To mainstream conservation planning in the conservation and management of wildlife in community and private lands.
- 4.13 To champion for inclusion of wildlife conservancies in the County and National development plans and programs.
- 4.14 To push the agenda for wildlife conservation at county level, nationally and internationally.

- 4.15 To create and maintain links and foster exchange with other wildlife conservation initiatives in the region and beyond.
- 4.16 To solicit for funding for conservation projects nationally and internationally.
- 4.17 To establish a homegrown association to link with other regional & international organs with similar objectives.
- 4.18 To actively promote support for the Association.

5. FUNCTIONS OF THE ASSOCIATION

The functions of the Association shall be:

- 5.1 To implement the aims and objectives of the Association;
- 5.2 To recommend for adoption of policies, laws, strategies and initiatives supporting wildlife conservation nationally and internationally;
- 5.3 To facilitate networking amongst members and stakeholders in the wildlife industry;
- 5.4 To implement, monitor and evaluate projects and programs designed to achieve the Association's objectives;
- 5.5 To set terms of reference for the secretariat of the Association and to review its performance at regular intervals and to oversee its operations;
- 5.6 To enter into contractual agreements with partners, government agencies and private organizations, donors and individuals to achieve the objectives of the Association;
- 5.7 To raise, administer and manage funds for Association's wildlife conservation and members' development programs;
- 5.8 To implement the decisions taken by members in the general meetings, Council and Executive meetings;

- 5.9 To provide guidance and assistance in the resolution of disputes and differences between Members;
- 5.10 To generally manage and administer the Association for the benefit of members, having all the necessary powers and authority to do so;
- 5.11 To acquire, hold, use and dispose of movable and immovable property as considered appropriate by the Members of the Association;
- 5.12 To appoint members of the National Conservancy Council to assist with the planning and implementation of specific tasks on behalf of the Association.

6. MEMBERSHIP IN NATIONAL AND INTERNATIONAL ASSOCIATIONS

- 6.1 The Association may become a member or an affiliate of other national and international organizations with similar objectives.
- 6.2 The Association recognizes that such membership is vital for building networks with relevant persons and organizations.

7. MEMBERSHIP ELIGIBILITY

7.1 Membership shall be on two levels:

- 7.1.1 Full members who shall be conservancies and landowners who carry out wildlife conservation activities on their land including sanctuaries and game farms;
- 7.1.2 Affiliate members who shall include wildlife conservation NGO's, private sector, investors, donor agencies and institutions that interface with wildlife conservation;

PROVIDED that affiliate members' rights and obligations may be limited from time to time as provided for under this Constitution and any regulations made hereunder.

8. ADMISSION INTO MEMBERSHIP

- 8.1 All prospective members shall send a written application for membership in the prescribed form to the National Conservancy Council;
- 8.2 The Council shall scrutinize and vet all applications to ensure that they fit in the criteria set out in this Constitution and any other members admission rules adopted by the Association PROVIDED that if the Council establishes that an applicant does not meet the criteria set out in this Constitution it shall have the discretion to summarily refuse admission to membership and shall communicate such refusal to the applicant in writing;
- 8.3 All applicants shall only be admitted to membership upon payment of an entrance fee of Kshs. 5,000/=;
- 8.4 Every member shall pay an annual renewal subscription fee of Kshs. 10,000/=;
- 8.5 The AGM reserves the right to review the membership entrance fee and annual renewal subscription fee;
- 8.6 Upon admission to membership, the Secretary shall cause the names and particulars of each member to be entered into the members' register and shall give each member a registration number.
- 8.7 The AGM shall determine course of action for non-compliance to membership admission requirements

9. REPRESENTATION IN THE ASSOCIATION

- 9.1 Members and affiliate members may nominate their representatives in the Association.
- 9.2 Each full member organization has one vote.
- 9.3 The Affiliate member has no vote during the meetings of the Association

10. MEMBERSHIP RIGHTS

Subject to the provisions of this Constitution, members shall have the following rights:

- 10.1 Receive upon request or at least once a year a Statement of Accounts.
- 10.2 Attend and participate at the General Meeting.
- 10.3 Vote at the General Meeting. Each member shall have one vote PROVIDED that affiliate members shall not have a voting right.
- 10.4 Elect or be elected as an office bearer unless otherwise prohibited by any other law or this Constitution PROVIDED that affiliate members shall not have this right.
- 10.5 Have access to the Association's services.
- 10.6 Participate fully in the activities of the Association.

11. MEMBERSHIP OBLIGATIONS

Members of the Association are obliged to:

- 11.1 Attend meetings and take part in decision making;
- 11.2 Bring out problems affecting the Association and look for solutions;
- 11.3 Support the Association's projects;
- 11.4 Comply with this Constitution and General Meeting Resolutions.

- 11.5 Renew membership into KWCA including timely payment of annual subscription fee
- 11.6 To regularly share relevant membership information as and when requested by the Association

12. PENALTIES

- 12.1 Any member who willfully acts in violation of this Constitution or regulations made hereunder shall be liable to suspension notwithstanding any other action that may be taken against it in accordance with any other law.
- 12.2 The Ethics and Conduct Sub-Committee shall have powers to hear and determine matters relating to any alleged violation of the provisions of this Constitution by a member.
- 12.2 Any member aggrieved by the decision of the Ethics and Conduct Sub-Committee may appeal to the National Conservancy Council whose decision shall be final.

13. CESSATION OF MEMBERSHIP

Membership to the Association shall be terminated upon:

- 13.1 Voluntary resignation by the member;
- 13.2 Insolvency of the member;
- 13.3 Expulsion from membership;
- 13.4 Winding up of the member;
- 13.5 Acting contrary to the provisions of this Constitution;
- 13.6 By vote of the members at the next ensuing General Meeting following suspension of a member by the National Conservancy Council for any

violation of this Constitution or conduct prejudicial to the Association's interest.

14. VOLUNTARY WITHDRAWAL

14.1 A member may at any time withdraw from the Association by giving 90 days' written notice to the Secretary.

14.2 Members who withdraw from membership shall not be entitled to a refund of their contributions or joining fee.

15. SUSPENSION AND EXPULSION

A member may be suspended or expelled if it:

15.1 Willfully fails to comply or refuses to comply with the provisions of this Constitution and persists in such refusal or failure;

15.2 Willfully defaults in the payment of subscription fees for a continuous period of 2 years provided that such a member may apply for reinstatement once he clears any outstanding fees and shall be required to pay the joining fee;

15.3 Acts in any way detrimental or prejudicial to the Association's interests or for other just cause;

15.4 For any other reason approved by the Annual General Meeting.

16. SUSPENSION AND EXPULSION PROCEDURE

16.1 Upon formal and written announcement and proof that a member has committed a violation punishable by expulsion, the Ethics and Conduct Sub-Committee shall provide written notice to the member stating the

reasons for the proposed expulsion, and grant the member 30 days for the member to prepare a defense if any;

16.2 Upon expiry of the 30 days and taking into consideration the member's defense, the Ethics and Conduct Sub-Committee shall initiate an administrative inquiry and take a decision on its findings within 15 days.

16.3 A member so suspended by the Ethics and Conduct Sub-Committee shall have the right to appeal to the National Conservancy Council.

16.4 Members who are expelled from membership shall not be entitled to a refund of their contributions or joining fee.

17. CODE OF CONDUCT

17.1 The National Conservancy Council may make such rules not inconsistent with this Constitution, as they may deem necessary to govern the conduct of members.

17.2 Any such Code of Conduct shall be brought to the members' attention, and shall come into force when and as determined by the National Conservancy Council and ratified by the General Meeting.

17.3 There shall be a Sub-Committee established to be known as the Ethics and Conduct Sub-Committee whose functions shall be to enforce the provisions of the Code of Conduct.

17.4 The Ethics and Conduct Sub-Committee shall consist of 5 members nominated by the National Conservancy Council from amongst its members. The council may nominate co-opted members from the Association.

18. THE OFFICE BEARERS

18.1 The Office Bearers shall be elected by members at the Annual General Meeting from among fully paid up members and shall hold office for a

period of three years from the date of election until the succeeding Annual General Meeting and shall be eligible for re-election for one more term only.

18.2 The office bearers shall be members of the National Conservancy Council and the Executive Committee and shall be:

18.2.1 The Chairperson;

18.2.2 The Vice-Chairperson;

18.2.3 The Secretary;

18.2.4 The Treasurer;

18.3 For one to be eligible for election as an Office Bearer, he must meet the following criteria:

18.3.1 Shall be above the age of 21 years;

18.3.2 Shall be from an organization which has been a member of the Association for at least 2 years preceding the date of the Annual General Meeting in which he seeks to be elected;

18.3.3 Shall be of sound mind and understanding;

19. FUNCTIONS AND RESPONSIBILITIES OF THE OFFICE BEARERS

19.1 The functions and responsibilities of the Chairperson shall be:

19.1.1 To preside over all meetings of the National Conservancy Council, the Executive Committee and the General Meeting unless prevented by illness or other sufficient cause.

19.1.2 To perform any other duties as may be directed by members provided that such duties are not inconsistent with the provisions of this Constitution.

19.2 The functions and responsibilities of the Vice-Chairperson shall be to assist the Chairperson in the performance of his duties and to perform the duties of the Chairperson in his absence.

- 19.3 The functions and responsibilities of the Secretary shall be:
- 19.3.1 To deal with all the correspondence of the Association under the general supervision of the National Conservancy Council and the Executive Committee.
 - 19.3.2 To issue notices convening all meetings of the National Conservancy Council, Executive Committee and all General Meetings of the Association.
 - 19.3.3 To record and keep minutes of all meetings of the National Conservancy Council, Executive Committee and all General Meetings
 - 19.3.4 To preserve of all records of proceedings of the Association and of the National Conservancy Council and the Executive Committee
 - 19.3.5 To draw the agendas of meetings.
 - 19.3.6 To perform any other duties as may be directed by the National Conservancy Council and the Executive Committee.
- 19.4 The functions and responsibilities of the Treasurer shall be:
- 19.4.1 To receive and disburse, under the directions of the National Conservancy Council and the Executive Committee, all monies belonging to the Association and issue receipts for all monies received by him and preserve vouchers for all monies paid by him.
 - 19.4.2 To keep proper books of account of all monies received and paid by the Association.
 - 19.4.3 To ensure books of account of the Association are preserved and are made available for inspection whenever so required.
 - 19.4.4 To generally manage the financial affairs of the Association in a proper and efficient manner.

19.4.5 To maintain full record of all assets, liabilities, income and expenses of the Association.

20. THE NATIONAL CONSERVANCY COUNCIL

- 20.1 The National Conservancy Council (hereinafter the “Council”) shall be made up of representatives of the Regional Associations nominated at each Regional Association Annual General Meeting and subsequently elected and approved by members at the Annual General Meeting of the Association.
- 20.2 The Council shall consist of the said representatives in 20.1 above together with the Four (4) office bearers being the Chairperson, Vice chairperson, Secretary and Treasurer.
- 20.3 For one to be eligible for election as a National Conservancy Council, he must meet the following criteria:
- 20.2.1 Shall be above the age of 21 years;
 - 20.2.2 Shall be from a regional organization which has been a member of the Association for at least 2 years preceding the date of the Annual General Meeting in which he seeks to be elected;
 - 20.2.3 Shall be of sound mind and understanding;
- 20.4 A member of the Council shall hold office for a term not exceeding three (3) years from the date of election and shall be eligible for re-election for only one further term.
- 20.5 At any election a third of the outgoing members of the National Conservancies council shall be retained for effective transition as per rules provided under clause 25.10 on election by laws.

- 20.6 The Council shall hold meetings at least twice in each year and the quorum for meetings shall not be less than three quarters (3/4) of the members, three of whom must be office bearers.
- 20.7 In the conduct of the affairs of the Association the members of the Council shall exercise due prudence and diligence in the course of the Association's business failing which they shall be held, jointly and severally liable for any losses sustained through any of their acts which are contrary to this Constitution or the directions of any General Meeting.
- 20.8 The Council shall have powers to establish relevant committees' and sub-committees to facilitate effective discharge of its roles.
- 20.9 Any member of the Council who ceases to be a member of the Association shall automatically cease to be a member of the National Conservancy Council.
- 20.10 A member of the Council may be removed from office in the same way as is laid down for the expulsion of members in clauses 14 and 15 hereof and vacancies thus created shall be filled at the General Meeting resolving the expulsion.

**21. FUNCTIONS AND RESPONSIBILITIES OF THE NATIONAL
CONSERVANCY COUNCIL**

The Council shall be responsible for the management of the Association. Its functions and responsibilities shall be:

- 21.1 To ratify the decisions of the Executive Committee involving changes to the Association's strategy and structure;

- 21.2 Recruit, approve, recommend suspension and expulsion of members and deal with all matter relating to conservancy membership of the Association.
- 21.3 Represent the Association at regional and national level where necessary.
- 21.4 Provide an effective link between the Association, Conservancies and regional associations as agreed in the regional association's Memorandum of Understanding.
- 21.5 Support the Associations Programmatic implementation at the regional level.
- 21.6 Provide feedback about strategic priorities and activities from regional and conservancies perspectives
- 21.7 Promote sharing of best practices and experiences between and among conservancies and regional associations
- 21.8 Support the implementation of the Conservancies Members Declaration
- 21.9 To generally direct and monitor the affairs of the Association.
- 21.10 To act upon all applications for membership.
- 21.11 To ensure that true and accurate records and accounts are kept of the Association's money, and its properties, capital reserves, liabilities, income and expenses.
- 21.12 To draft or cause to be drafted the code of conduct and internal regulations which shall include all matters which have not been taken care of or provided for in this Constitution to ensure smooth functioning of the Association.
- 21.13 To authorize investments of the Association.
- 21.14 To lay before the General Meeting an audited financial statement and budget for the following year.
- 21.11 Recommend fines to the members for approval at AGM.

- 21.12 To affiliate and maintain liaison with national or international organizations approved by the General Meeting.
- 21.13 To make capital expenditures.
- 21.14 To report to the Annual General Meeting on their activities and actions.
- 21.15 To approve fundraising proposals.
- 21.16 To perform such other duties as are necessary to preserve the sound management of the Association and authorize any action consistent with this Constitution unless specifically reserved for the General Meeting.

22. EXECUTIVE COMMITTEE

- 22.1 The Executive Committee shall be the Administrative and management body of the association.
- 22.2 The executive Committee shall serve as the Board of the Kenya Wildlife Conservancies Association.
- 22.3 The Executive Committee shall comprise of seven (7) members as follows;
 - 22.3.1 The Four (4) Office bearers of the Association being the Chairperson, the Vice Chairperson, the Secretary and the Treasurer;
 - 22.3.2 Three (3) independent and skilled personnel with relevant expertise and specific skill sets approved by the NCC

23. DUTIES OF THE EXECUTIVE COMMITTEE

- 23.1 The Executive Committee shall be responsible for the administration of the Association and for that purpose shall issue directions/supervise the Secretariat to the manner in which it may perform its functions and duties.

- 23.2 The Executive Committee shall have powers to appoint such sub-committees as it may deem fit and desirable and the said subcommittee shall report to the Executive Committee
- 23.3 The Executive Committee shall be responsible for the selection of the Chief Executive Officer to the Secretariat and shall be responsible for the review of the CEO's performance against set targets and ensure that there is a laid down plan on the CEO's succession
- 23.4 The Executive Committee shall provide guidance on the development of strategic plan and organizational directions, ensure the alignment of programmatic work and evaluation of the implementation progress
- 23.5 The Committee shall oversee the financial management of the association including recommendation of auditors, approval of budgets, approval of financial and procurement policies, coordinate with the KWCF Board on financial management oversight and resource planning, identify and take appropriate action to mitigate internal and external risks
- 23.6 The Committee shall set the operational values for the association by ensuring that the association adheres to statutory requirements and maintains accountability to stakeholders, donors, partners and the government.
- 23.7 Connect to and network with strategic partners, identify funding opportunities and build positive external reputation and brand for the association
- 23.8 The Executive Committee may delegate in writing to an officer or employee of the Association such of its duties as it deems

necessary PROVIDED that nothing in this clause shall absolve the Executive Committee from its responsibility of running the affairs of the Association in proper and businesslike manner.

23.9 Employ staff of the Secretariat, approving their remuneration and terminate them if necessary.

23.10 Carry out any other function not expressly provided for by this constitution but which is in the best interest of the association.

24. FUNCTIONS AND RESPONSIBILITIES OF THE SECRETARIAT

The Executive Committee shall employ through competitive advertising of vacant positions, qualified persons to be on the Secretariat which shall be run by a Chief Executive Officer selected and appointed by the Committee and which shall be responsible for the day to day running of the Association's affairs and its functions and responsibilities shall be:

- 24.1 To assist the Association to uphold and further the aims and objectives of the Association, and to help administer its programs;
- 24.2 To provide programmatic vision, direction and leadership for wildlife conservation, and promote strategic planning;
- 24.3 To facilitate coordination, collaboration, synergy and partnership between Members and other organizations;
- 24.4 To support and, where appropriate, guide Members in the strategic implementation of their wildlife conservation activities;
- 24.5 To provide administrative, managerial and secretarial support;
- 24.6 To collect, commission, distribute and disseminate, relevant information;
- 24.7 To assist with grants review and administration;
- 24.8 To promote training and capacity building at whatever levels necessary, and to help applied research needs for wildlife conservation programs;

- 24.9 To advocate on behalf of wildlife conservation, the Association and its Members;
- 24.10 To do any other work of a related or appropriate nature as might be required by the Executive Committee.

25. GENERAL MEETINGS

- 25.1 There shall be three categories of general meetings; Annual General Meetings, Ordinary General Meetings and Special General Meetings.
- 25.2 The Annual General Meeting shall be held not later than 31st December in each year.
- 25.3 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 twenty-one (21) days before the date of the meeting and, where practicable, by press advertisement or by post not less than fourteen (14) days before the date of the meeting.
- 25.4 The Agenda for any Annual General Meetings shall include but not be limited to the following:
- 25.4.1 Confirmation of the Minutes of the previous Annual General Meeting.
 - 25.4.2 Presentation of audited accounts/Consideration of accounts.
 - 25.4.3 Presentation of proposed budget for the next year.
 - 25.4.4 Election of Office Bearers and National conservancy Council members.
 - 25.4.5 Appointment of Auditors.
 - 25.4.6 Determination of remuneration of Office Bearers.
 - 25.4.7 Such other matters as the Council may decide or as to which notice shall have been given in writing by a member or

members to the Secretary at least four weeks before the date of the meeting.

25.5 Ordinary General Meetings shall be held at least once every three months and shall be meetings between the Executive Committee and the Secretariat.

25.6 A Special General Meeting may be called for any specific purpose by the Executive Committee.

25.7 Notice in writing of such meeting shall be sent 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 a meeting.

25.8 A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the Secretary by not less than 10 members and no matter shall be discussed other than that stated in the requisition.

25.9 Quorum for General Meetings shall be not less than 40% of the registered members of the Association.

25.10 Election Rules and regulations shall be approved by the AGM and annexed to this constitution.

26. PROCEDURE AT MEETINGS

26.1 All General Meetings shall be chaired by the Chairperson, or in his absence, the Vice-Chairperson, or in the absence of both these officers, a member selected by the meeting.

26.2 The Chairperson may at his discretion limit the number of persons permitted to speak in favour of and against any motion.

26.3 Resolutions shall be decided by secret ballot.

26.4 In case of a tie in voting the Chairperson shall have a casting vote.

27. AUDITOR

- 27.1 An Auditor shall be appointed for the following year by the Annual General Meeting.
- 27.2 All the Association's accounts, records and documents shall be open to the inspection of the Auditor at any time.
- 27.3 The Treasurer shall produce an account of his 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.
- 27.4 The Auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Association in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- 27.5 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.
- 27.6 The Auditor may be paid such fees/ honorarium for his services as may be determined by the Annual General Meeting appointing him.
- The Association shall pay such amount as it may agree upon with the auditor, or as it may otherwise determine, as compensation for auditing services
- 27.7 The Auditor shall not be a member, or a related member -of the Association.

28. BOOKS AND RECORDS

- 28.1 The Association shall keep up-to-date and in a proper business-like manner accounts and such books as may be required.
- 28.2 The following books shall be kept by the Association: -
- 28.2.1 Register of members showing in respect of each member the name, date of application for membership, address and occupation.
 - 28.2.2 Minute Book giving details of proceedings of the Council, the Executive Committee and Sub-Committees.
 - 28.2.3 Minute Book giving details of proceedings at the General Meeting.
 - 28.2.4 A cash book giving details of all monies received and all monies expended or paid out by the Association.
 - 28.2.5 A Ledger containing such accounts as are necessary to properly record the transactions of the business of the Association.
 - 28.2.6 An assets register.
 - 28.2.7 A copy of the Societies Act (Cap 108).
 - 28.2.8 A copy of this Constitution.
 - 28.2.9 A copy of the Code of Conduct.
 - 28.2.10 Copies of any internal regulations.
 - 28.2.11 The certificate of registration of the Association visibly displayed in the office.
 - 28.2.12 Copies of approved Final Accounts;

29. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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

30. FUNDS

- 30.1 The Association's funds shall consist of:
 - 30.1.1 Entrance fees.
 - 30.1.2 Annual subscription fees.
 - 30.1.3 Any donations, grants or gifts from other organizations or individuals.
 - 30.1.4 Any professional fees paid for services rendered by the Association.
 - 30.1.5 Any surplus resulting from the operations of the Association.
 - 30.1.6 Funds obtained from any other lawful sources.
- 30.2 The funds of the Association may only be used for the following purposes:-
 - 30.2.1 To pay for office expenses
 - 30.2.2 To pay salaries, wages, allowances and goods & services as approved by the Executive Committee.
 - 30.2.3 To hire for goods & services for the Association.
 - 30.2.4 To purchase property and implement projects for the Association.
 - 30.2.5 To donate to conservation programs.
 - 30.2.6 For corporate social responsibility projects.

- 30.3 All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Association in any bank or banks approved by the Executive Committee.
- 30.4 No payments shall be made out of the bank account without authorizing of such payments and all cheques on such bank account by at least two signatories approved by the Executive Committee.
- 30.5 A sum approved by the Executive Committee may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- 30.6 The Code of Conduct Sub-Committee shall have power to suspend or discipline any office bearer or member of the Secretariat who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Association and shall have power to appoint another person in his place. Such suspension shall be reported to the Executive Committee which shall have full power to decide what further action to take.
- 30.7 The financial year of the Association shall be from 1st January to 31st December.

31. BRANCHES

- 31.1 The General Meeting may make a resolution on creation of branches.
- 31.2 The Council shall be responsible for the formation of the branches.
- 31.3 Such branches shall adopt this Constitution.

32. AMENDMENTS TO THE CONSTITUTION

- 32.1 Amendments to this Constitution must be approved by at least a two-thirds majority of members at a General Meeting.
- 32.2 All proposed amendments to the Constitution shall be notified to all members in writing not less than ten (10) days before the date of the meeting at which the proposals shall be discussed.
- 32.2 An application to amend shall be made in writing to the Registrar which shall be signed by at least three Office Bearers.
- 32.3 Amendments shall only come into effect after consent in writing from the Registrar.

33. **DISPUTE RESOLUTION**

- 33.1 Disputing parties shall make every effort to resolve amicably by direct informal negotiation any disagreement or dispute arising between the parties.
- 33.2 If after thirty (30) days from the commencement of such informal negotiations the parties have been unable to amicably resolve the dispute, the dispute shall be referred by either party to the arbitration and final decision of a person to be agreed between the parties. Failing agreement to concur in the appointment of an arbitrator, the arbitrator shall be appointed by the chairman of the Chartered Institute of Arbitrators, Kenya Chapter, on the request of the applying party. Any dispute which is not internally resolved as indicated in sub-Article 18 (a) within thirty (30) days, shall be referred to arbitration by a single arbitrator agreed upon by the parties, or, if they parties fail to agree in the appointment of an arbitrator, the arbitrator shall be appointed by the chairman of the Chartered Institute of Arbitrators, Kenya Chapter, on the request of the applying party.

34. **DISSOLUTION**

- 34.1 The Association shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as provided for in clause 25.9.
- 34.2 If no quorum is obtained, the proposal to dissolve the Association 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 Association at least 14 days before that date of the meeting. The Quorum for this second meeting shall be the number of members present.
- 34.3 No dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the existing office bearers.
- 34.4 When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the Secretariat, the Council, the Executive Committee or any Office Bearer of the Association in connection with the aims of the Association other than to get and liquidate for cash all of the Association's assets.
- 34.5 Subject to payment of all the Association's debts, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution of Dissolution is passed. Measures shall be put in place by the meeting that passes the resolution to dissolve the association to ensure that the property of the Association is collected and debt paid

This Amended Constitution is dated this _____ Day of _____ 2019

SIGNED BY;

1) Chairperson:

Name: _____

Sign: _____

2) Secretary:

Name: _____

Sign: _____

3) Treasurer:

Name: _____

Sign: _____