



# **THE KENYA VETERINARY ASSOCIATION CONSTITUTION**

February 2014

# THE KENYA VETERINARY ASSOCIATION CONSTITUTION

TABLE OF CONTENTS.....	2
1. NAME OF THE ASSOCIATION .....	3
2. REGISTERED OFFICE.....	3
3. AIMS AND OBJECTIVES .....	3
4. MEMBERSHIP.....	3
5. RIGHTS OF MEMBERS .....	5
6. MEMBERSHIP FEES.....	6
7. TERMINATION OF MEMBERSHIP .....	7
8. SUSPENSION OF MEMBERSHIP.....	7
9. RESIGNATION OF A MEMBER .....	7
10. FINANCE AND ASSETS .....	7
11. ORGANS OF THE ASSOCIATION.....	10
12. DUTIES OF THE OFFICE BEARERS .....	12
13. MEETINGS.....	14
14. ELECTIONS TO THE NATIONAL EXECUTIVE COMMITTEE .....	17
15. RESIGNATION FROM THE NATIONAL EXECUTIVE COMMITTEE .....	17
16. BRANCHES.....	18
17. OPERATION OF THE BRANCHES.....	19
18. DISSOLUTION OF BRANCHES.....	20
19. INSPECTION OF ACCOUNTS & LIST OF MEMBERS.....	21
20. TRUSTEES .....	21
21. AUDITOR .....	21
22. AMMENDMENT OF THIS CONSTITUTION.....	22

## 1. NAME OF THE ASSOCIATION

The name of the Association shall be the **Kenya Veterinary Association**.

## 2. REGISTERED OFFICE

**2.1** The registered office shall be in Nairobi with branches across the country and Diaspora as necessary.

**2.2** The postal address shall be P.O. Box 29089 – 00625 Kangemi, Nairobi unless decided otherwise by the National Executive Committee. Email address: [kvanational@yahoo.com](mailto:kvanational@yahoo.com); [kvanational1@gmail.com](mailto:kvanational1@gmail.com) ; website: [www.kva.co.ke](http://www.kva.co.ke) .

## 3. AIMS AND OBJECTIVES

**3.1** To enhance and safeguard the interest and welfare of its members.

**3.2** To maintain the honour and dignity of the Veterinary Profession in Kenya.

**3.3** To promote the welfare and health of all animals.

**3.4** To further the advancement of veterinary science and practice.

**3.5** To seek, retain, disseminate and exchange veterinary information with local and international organizations.

**3.6** To promote partnerships and collaboration with stakeholders in the animal resource industry

## 4. MEMBERSHIP

### 4.1 Category of Member

**4.1.1 Ordinary:** Ordinary membership shall be open to all persons are qualified Veterinary Surgeons from institutions recognized by the Kenya Veterinary Board.

**4.1.2 Student:** Student membership shall be open to final year students attending faculties of veterinary medicine in Kenya who are members of their veterinary students Associations.

**4.1.3 Honorary:** Honorary membership may be offered to members of the Association, or to non-veterinarians whom the Association deems to have rendered outstanding service to the veterinary profession in Kenya. Honorary membership shall be for life and shall be limited to a maximum of five individuals at any one time.

**4.1.4 Corporate:** Corporate membership may be offered to organizations or bodies dealing with aspects of veterinary importance e.g. pharmaceutical companies,

research institutions, parastatals, universities, and non-Governmental organizations.

**4.1.5 Life Membership:** life membership may be offered to an ordinary member who must have been a paid up member for 30 consecutive years or 40 total years and after attaining the age of 65 years

## **4.2 Admission to Membership**

**4.2.1 Ordinary membership:** Application for membership shall be on properly prescribed form and the applicant must be proposed and seconded by ordinary paid up members of the Association.

**4.2.1.1** Each application shall be laid before a properly constituted National Executive Committee for consideration and admission shall be on the unanimous vote of the committee members present and voting. In the event of there not being a unanimous vote for admission the application shall be deferred to the next executive committee meeting.

**4.2.2 Student Membership:** Student membership will be granted to eligible students who have applied in writing through their Associations to the Honorary Secretary of the Kenya Veterinary Association for registration. The application shall be dealt with as prescribed in 4.2.1

**4.2.3 Honorary Membership:** A recommendation for honorary membership shall be proposed and seconded by ordinary paid up members in writing to the Honorary Secretary of the Kenya Veterinary Association) who will present it to the NEC for deliberation. The proposal shall be circulated to the members through their branches and their recommendations discussed at the Kenya Veterinary Association Council. The recommendation of the council shall be presented to AGM for approval having been properly placed on the agenda.

**4.2.4 Corporate Membership:** Prospective corporate members shall apply in writing to the Honorary Secretary of Kenya Veterinary Association and the application shall be laid before the National Executive Committee meeting for consideration and admission. In the event of there not being a unanimous vote for admission the application may be deferred to the next executive meeting.

**4.2.5 Life Membership:** Application for life membership shall be on properly prescribed form and the applicant shall be proposed and seconded by ordinary paid up members or a life member of the Association. The application shall be presented to the National Executive Committee for deliberation and approval.

**4.2.6** No Ordinary or Corporate member will be properly admitted and have the rights of membership until he has paid his or her application fees and annual subscription

**4.2.7** Ordinary and Corporate members shall only be retained in the register of members upon payment of annual subscription.

## **5. RIGHTS OF MEMBERS**

### **5.1 Ordinary Members**

**5.1.1** Ordinary members shall have full voting rights provided they are fully paid up

**5.1.2** Ordinary members have the right to propose or second any fully paid up members for any office in the Association or for a place on the National Executive Committee provided this is done in accordance with the constitution.

**5.1.3** Ordinary members have the right to propose, second or object to any veterinary surgeon applying for membership of the Association or any person of the general public for honorary/corporate membership provided this is done in accordance with the constitution.

**5.1.4** Ordinary members may propose or second motions for consideration at Annual and Special General Meetings provided they are submitted according to the constitution.

**5.1.5** Ordinary members may take part in all the activities organized by the Association.

### **5.2.0 Student members**

**5.2.1** Student members have no voting rights and hence shall not propose second or object to applications for membership.

**5.2.2** Student members may participate in all other activities of the Association, but shall not stand for elective posts.

**5.2.3** Student members will not be considered for any nominated posts within the Kenya Veterinary Association.

### **5.3.0 Honorary members**

**5.3.1** Honorary members who are not Veterinary Surgeons shall have no voting rights.

**5.3.2** Honorary members may participate in all other activities of the Association, but those who are not veterinary surgeons shall not stand for elective or nominated posts.

#### **5.4.0 Corporate members**

**5.4.1** Corporate Members shall have no voting rights.

**5.4.2** Corporate members shall have no right to propose, second or object to application for ordinary membership or honorary membership, any office in the Association or place in the National Executive Committee.

**5.4.3** Corporate members may participate in all other activities of the Association but shall not stand for elective posts or be nominated to any post.

#### **5.5.0 Life Members**

**5.5.1** Life members shall have voting rights and may participate in all other activities of the Association and shall be eligible to vie for elective or nominated posts.

### **6. MEMBERSHIP FEES**

**6.1 Ordinary Members:** On application for ordinary membership the applicant shall pay a non-refundable application fee as prescribed by the Kenya Veterinary Association.

**6.2 Student Members:** Student members are exempted from payment of application fees and annual subscriptions. Student members who subsequently qualify as ordinary members shall pay the current annual subscriptions on admission to ordinary membership.

**6.3 Honorary Members:** Honorary members are exempted from payment of application fee and annual subscriptions.

**6.4 Corporate Members:** The National Executive Committee shall decide on the fee to be paid by the corporate members. On application for membership, corporate members shall attach the application fee to the prescribed form.

**6.5 Life members:** Life members are exempted from payment of annual subscriptions.

#### **6.6 Annual Subscription**

**6.6.1** Annual subscriptions shall fall due at the beginning of the calendar year and shall be paid by 31<sup>st</sup> March each year.

**6.6.2** Members who are not resident will be expected to pay their annual subscriptions in accordance with article 6.6.1

**6.6.3** Where application(s) for membership is successful the applicant shall be notified and requested to pay the annual subscription fees for the year.

**6.6.4** The annual subscription for each membership category is subject to review from time to time by a General Assembly of the Association on recommendation of the Council of the Association in accordance with article 11.2.

## **7. TERMINATION OF MEMBERSHIP**

**7.1** Ordinary and corporate members shall pay their annual subscription by 31<sup>st</sup> March each year in order to maintain their membership and failure to do so shall result in automatic termination of membership.

**7.2** Members whose membership is terminated for non-payment of the annual subscriptions shall apply for readmission in the normal procedure if they wish to be reinstated after paying the outstanding fees.

**7.3** Failure of members to observe rules and regulations of the Association shall result in termination of membership in accordance with article 8.2 of the constitution.

## **8. SUSPENSION OF MEMBERSHIP**

**8.1** Ordinary members who for any reason are unable to pay their annual subscriptions may apply in writing to the National Executive Committee for the waiver of such payments and the suspension of their membership for the period they are unable to do so. While on suspension, ordinary members shall lose all their membership rights.

**8.2** Members who are subject to disciplinary action by the Kenya Veterinary Board or who have been found guilty on criminal charges shall automatically be suspended from the Association. The lifting of the suspension will only be done after successful application for re-admission, which will be determined by the National Executive Committee.

## **9. RESIGNATION OF A MEMBER**

**9.1** Members may terminate their membership by a written notice to the Honorary Secretary of the Association and shall be effective after ratification by the National Executive Committee.

## **10. FINANCE AND ASSETS (FUNDS)**

**10.1** The funds of the Association shall only be used for the following purposes:

- a) To enhance and safeguard the interest and welfare of its members.
- b) To maintain the honour and dignity of the Veterinary Profession in Kenya.

- c) To promote the Welfare and Health of all animals.
- d) To further the advancement of Veterinary science and practice.
- e) To seek, retain, disseminate and exchange Veterinary information with local and international organizations.
- f) To promote partnerships and collaboration with stakeholders in the animal resource.

- 10.2** The funds of the Association shall be derived from member's annual subscriptions, sponsorship, application fees, donations and legacies from well-wishers, sale of Association's journal(s) and magazine and income from accumulated capital. These sources are not exclusive and may include other methods which shall be considered by the National Executive Committee from time to time and approved by the Council.
- 10.3** The National Executive Committee shall have powers to set up a subcommittee whose mandate will be to formulate ways of raising or generating funds for the Association.
- 10.4** The Kenya Veterinary Association shall open and operate Bank Accounts in the name of the Association with reputable banks approved by the National Executive Committee.
- 10.5** Branches of the Association shall after seeking written permission from the National Executive Committee be allowed to open and operate bank accounts in their respective regions. Such accounts shall be opened in the name of Kenya Veterinary Association but may also bear the name of the branch.
- 10.6** At the first meeting of the newly elected National Executive Committee, it shall nominate three members to operate the Association's account(s) one of whom must be the Honorary Treasurer.
- 10.7** In the case of branch accounts, the respective branches will nominate three signatories to their accounts during the first branch executive committee meeting.
- 10.8** All the cheque books, ledger accounts, bank statements, banking and withdrawal documents of the national office shall be made available for scrutiny on demand by the Kenya Veterinary Association Council.
- 10.9** All the cheque books, ledger accounts, bank statements, banking and withdrawal documents of the branches shall be the property of the national office but shall be kept by the branches operating the account and shall be made available for scrutiny on demand by the national office.



- 10.10** All the Association's cheques shall be signed by any two of the appointed three signatories however one of the two signatories must be the Honorary Treasurer.
- 10.11** The national office shall have authority after sanction by the Council, to suspend the signatories to any branch account and operate it for the best interests of the branch, provided the branch is allowed to resolve the prevailing differences within a calendar year. Failure to do so will give the Council authority to determine whether to freeze the branch accounts, and operate the same with the central account, pending the election of a new Branch Executive Committee.
- 10.12** An auditor shall be appointed each year by the Annual General Meeting.
- 10.13** All the respective branches of the Association shall also appoint their auditor each year at their respective Annual General Meeting.
- 10.14** A consolidated audited account inclusive of branches accounts shall be presented each year at the Association's General Meeting.
- 10.15** A financial report shall be presented at every meeting of the executive committee, unless under exceptional circumstances the executive committee waives this requirement and provided it shall not waive the requirement at any two consecutive meetings.
- 10.16** A printed book of receipts for all monies received on behalf of the Association from all sources shall be kept. Each receipt shall be signed by the Treasurer or a person authorized by him/her for whom the Treasurer alone will be responsible. The source of money and the date received shall also be recorded. In the case of subscriptions the receipt shall record the period which is covered.
- 10.17** The financial year of the Association including its branches shall run from the 1<sup>st</sup> January to 31<sup>st</sup> December. Half yearly trial balances shall be prepared by the Treasurer by 31<sup>st</sup> October each year and circulated to the National Executive Committee.
- 10.18** The Kenya Veterinary Association shall be able to acquire property and own assets. The property of the Association shall be in form of tangible assets. The Association shall also be able to buy shares in viable ventures and be able to own ordinary and special share and debenture stock. The Association however shall not act as custodian, trustee, executor, administrator, secretary, liquidator, manager, depository agent, registrar, attorney or nominee of, or for any person, company, corporation, Association, scheme, trust fund company, Government, state, municipal or other body politic or corporate. The Association may however be involved in commercial ventures if it forms a limited company (as a body corporate) to handle such ventures as described above.
- 10.19** Acquisition of property by the Association shall be on the basis that such an act would either benefit the Association financially, morally, culturally and otherwise or further the interests of the Association locally or internationally and or bring a closer

cooperation of the Association and other professional bodies or bring the Association's wellbeing and strength in line with that of other such Associations.

- 10.20** The Association may be involved in commercial projects which are in the interest of furthering the veterinary profession. In furtherance of this the Association may enter into agreements on behalf of its members with possible donors to facilitate this activity.
- 10.21** All the assets either with the main body or the branches shall be acquired or registered in the Associations name (Kenya Veterinary Association) or trustees for the Association.
- 10.22** The Association office shall open an inventory book with codes for all the assets held in the National office as well as the branches.
- 10.23** The Association and branches shall on acquisition of any non consumable stores and assets allocate an inventory number using the appropriate coding allocated. The branches shall furnish such numbers to the Association's national office within two months of acquisition for entry and storage in the main Association's inventory.
- 10.24** All the branches shall send a list of inventories and liabilities together with their financial returns at the end of each financial year.
- 10.25** Assets shall only be disposed of by permission granted in writing by the Kenya Veterinary Council quoting the pertinent minute of the Council
- 10.26** In the event of disposal of any of the Association's assets documentary evidence together with the letter of authority to dispose of such assets from the Council shall be filed and kept for a period of not less than four years, failing which the office concerned shall be held responsible and shall be required to physically or otherwise replace the asset by the Council.
- 10.27** Disposal of major assets shall be done only after ratification by the Annual General Meeting.
- 10.28** All the ledger books detailing the inventory of the branch assets shall remain the property of the national office and can be repossessed from any branch office for scrutiny without prior notice to the branch office.

## **11. ORGANS OF THE ASSOCIATION**

The organs of the Association shall be:

- 11.1 The General Assembly:** shall be the Annual General Meeting or a Special General Meeting and is the highest organ of the Association in terms of legislation and decision making.

- 11.2 The Council:** shall be an arbitrator, policy making body and an oversight advisory authority. It will comprise of the National Executive Committee and two representatives of each branch of Kenya Veterinary Association as shall from time to time be determined by the branches Annual General Meeting.
- 11.2.1** The immediate past Chairman shall be the chair of the Council. In the event that the immediate past Chairman is not available the Chairman shall convene the first Council meeting within 90 days after the Annual General Meeting where a Chairman of the Council shall be elected. The first Council meeting shall elect the secretary of the Council.
- 11.2.2 The National Executive Committee:** shall be responsible for the management of the Association and for that purpose may give lawful direction to the office bearers as to the manner in which they shall perform their duties. The Committee shall liaise with the Council in fundraising.
- 11.2.3** The members with a voting right shall elect this committee through secret ballot at a General Assembly. The elected officials shall comprise of the Chairman, the Vice Chairman, Honorary Secretary, Assistant Secretary, Honorary Treasurer, Assistant Treasurer and three other committee members.
- 11.2.4** The National Executive Committee shall have power to co-opt at most three ordinary members of the Association to the committee and to form such subcommittees it deems necessary for the execution of its duties.
- 11.2.5** The tenure of office bearers of the committee shall be two years, but they will be eligible for re-election.
- 11.2.6** The Chairman shall hold office for two years only. He shall be eligible for re-election for another term of two years. He shall however not be in office for more than four years running. He shall be eligible for re-election as Chairman, after he has been out of the office for six years consecutively. On termination of his term he will become the Chairman of the Council for a further) two years but shall continue in office if the incumbent Chairman is re-elected for another term.
- 11.2.7** The Vice Chairman shall hold office for two years only but shall be eligible for re-election for a second term of two years. He may become Chairman and is eligible for election to any other position.
- 11.2.8** The Honorary Secretary shall hold office for two years. He may be elected to serve for a second term of two years. He however cannot be in office for longer than four years successively. At the end of two years or four years as Honorary Secretary he shall be eligible for election to any other position.
- 11.2.9** The Honorary Treasurer shall hold office for two years. He may be elected to serve for a second term of two years. He however cannot be in office for longer than four years successively. At the end of two years or four years as Honorary Secretary he shall be eligible for election to any other position.

**11.2.10** No official shall serve in the National Executive Committee for more than eight years consecutively. They may vie for positions after elapse of one term of two years thereafter. The Council under special circumstances may waive this requirement.

**11.3 The Secretariat:** shall carry out all administrative functions of the Association.

**11.3.1** The secretariat shall be manned by employees of the Association who shall be accountable to the National Executive Committee.

**11.3.2** The National Executive Committee may create Chief Executive Officer Position and other such offices as it may deem necessary.

**11.3.3** The day to day running of the Secretariat shall be the responsibility of the Chief Executive Officer or any other employee appointed by the National Executive Committee. The Secretariat shall report to the National Executive Committee through the Honorary Secretary.

**11.3.4** The Secretariat shall be the collecting, storing and dispatching office for all the Association affairs but the National Executive Committee shall be responsible for decisions made by the Secretariat and shall be accountable for their decisions to the membership.

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

**12.1** The Chairman shall preside over all the meetings of the Association other than the Council. He shall represent the Association in all fora.

**12.2** The Vice Chairman shall assist the Chairman and chair meetings in the absence of the Chairman.

In the unlikely event that the Chairman and Vice Chairman are absent and provided that those present will constitute a quorum then the members present shall appoint a Chair for a scheduled meeting.

**12.3** The Honorary Secretary shall record and keep the minutes of all the meetings of the National Executive Committee and the Annual General Meeting or Special General Meeting. He shall avail copies of all minutes to each member of the committee. Such minutes shall be made available within a fortnight of holding the meeting.

**12.3.1** The Honorary Secretary shall send notice of all committee meetings to the members of the committee along with an agenda not less than 14 days before any such meeting.

**12.3.2** The Honorary Secretary shall also send out notices of the Annual General Meeting at least eight weeks before the date thereof. Notice of Special General Meeting

shall be sent by the Honorary Secretary not less than 21 days before the date thereof.

**12.3.3** The Honorary Secretary shall receive and reply to all correspondence on behalf of the Association or delegate to any other employee approved by National Executive Committee

**12.3.4** The Honorary Secretary shall execute all decisions of the National Executive Committee meeting except where such are specifically assigned in the meeting for action to another committee member.

**12.3.5** The Honorary Secretary shall prepare and submit an annual report on the activities of the Association at the Annual General Meeting.

**12.4** The Assistant Secretary shall perform such duties as may be specifically assigned to him by the Honorary Secretary or by the National Executive Committee and in the absence of the Honorary Secretary shall perform the duties of the Secretary.

**12.5** In the absence of the Honorary Secretary and the Assistant, the National Executive Committee shall appoint a member of the Committee to take the minutes of the meeting.

**12.6** The Honorary Treasurer shall be responsible for all the financial affairs of the Association.

**12.6.1** The Honorary Treasurer shall receive all sums of money on behalf of the Association.

**12.6.2** The Honorary Treasurer shall keep up to date books of accounts showing receipts and payments on behalf of the Association.

**12.6.3** The Honorary Treasurer shall be one of the bank signatories for the Association funds, and he shall remain solely responsible for the Association funds in the bank, and shall advise the committee on bank balances, withdrawals and deposits.

**12.6.4** The Honorary Treasurer shall authorize all financial transactions of the Association as approved by the National Executive Committee.

**12.6.5** The Honorary Treasurer shall work with the Secretariat on receipting, and petty cash administration and he shall also ensure proper keeping of financial documents.

**12.6.6** The Honorary Treasurer shall prepare and present financial statements to the auditor and together with the auditor, prepare and present the audited report to the Annual General Meeting.

**12.6.7** The Honorary Treasurer shall be responsible for keeping a current register with names and addresses of all paid up members of the Association and update the same regularly.

**12.7** The Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Honorary Treasurer or by the National Executive Committee and in the absence of the Honorary Treasurer shall perform the duties of the Treasurer.

## **13. MEETINGS**

**13.1** The **Annual General Meeting** shall be held not later than 30<sup>th</sup> April each year and shall be attended by all categories of membership.

**13.1.1** The date of the meeting shall be determined during the previous Annual General Meeting.

**13.1.2** The Notice of intention to hold an Annual General Meeting shall be sent to the last known postal and/or electronic address of each member not less than eight weeks before the date thereof.

**13.1.3** The Notice shall be recorded in the Annual General Meeting Notice Book showing the address and date of posting of the Notice.

**13.1.4** In addition, the Notice may be advertised through the print and/or electronic media.

**13.1.5** The agenda for the Annual General Meeting shall be sent to the last known postal and/or electronic address of each member at least 14 days before the date of the meeting.

**13.1.6** The quorum for the Annual General Meeting shall not be less than a quarter of the registered members of the Association.

**13.1.7** The business of the Annual General Meeting shall be to:

**13.1.7.1** Receive the Chairman's address which shall be based on the focus of the Association but shall not be open to discussion.

**13.1.7.2** To receive the Honorary Secretary's report that shall be based on the activities of the Association throughout the year and the report shall be open for discussion.

**13.1.7.3** To receive the Honorary Treasurer's report which shall give a financial review of the affairs of the Association and present audited accounts.

- 13.1.8** The Honorary Treasurer's report shall have been distributed to the members with the agenda to allow the members to study it before it is tabled.
- 13.1.9** All Motions intended for discussion during the Annual General Meeting shall be submitted in writing signed by a proposer and seconder and received (and noted as such) by the Honorary Secretary at least 21 days before the date of the Annual General Meeting.
- 13.1.9.1** Motions received later than 21 days before the Annual General Meeting shall be deferred to the next Annual General Meeting.
- 13.1.9.2** Any Motion properly proposed, seconded, debated and a resolution accepted shall not be presented again as a substantive Motion for debate until the expiry of at least one year, unless the National Executive Committee accepts that there have arisen substantially altered circumstances that warrant the calling of a Special General Meeting to debate the motion.
- 13.1.9.3** To discuss Motions of which proper Notice has been given the session shall be chaired by the incumbent Chairman.
- 13.1.9.4** The processing of Motions properly introduced for discussion in the Annual General Meeting shall be the duty of the outgoing National Executive Committee.
- 13.1.9.5** The introduction of the motion for discussion shall be done by the proposer.
- 13.1.10** The minutes of the previous General Meeting shall be circulated to all paid up members with the agenda in such manner and in such form as the National Executive Committee deem appropriate.
- 13.2** A **Special General Meeting** shall be held after at least three weeks' notice which includes the Agenda sent to all members.
- 13.2.1** A Special General Meeting may be convened by the Chairman on his own motion, the National Executive Committee on agreed motion and one hundred ordinary members signing a motion submitted to the National Executive Committee asking for Special General Meeting to be called.
- 13.2.2** The quorum for a Special General Meeting shall be at least a fifth of registered members.
- 13.2.3** If for whatever reason some positions were not filled during the Annual General Meeting then provided section 15 is adhered to election may be held to fill such positions in a Special General Meeting.
- 13.3** The **Council Meetings** shall be held quarterly and not less than three times annually.



- 13.3.1** Council meetings shall have a quorum of eight persons representing different branches or half of the council members whichever is less.
- 13.4 Scientific meetings** shall include the annual scientific conference and the Continuous Professional Development (CPD) meetings. The meetings shall be convened by the Chairperson of the scientific and CPD subcommittee on behalf of the National Executive Committee.
- 13.4.1** The goal for scientific meetings shall be the advancement of veterinary science and animal welfare, and all the topics chosen for the meeting shall substantially reflect such.
- 13.4.2** Scientific meetings shall encourage participation from stakeholders outside the Kenya Veterinary Association membership who have requisite knowledge on a subject of discussion, who interact or interrelate with members of the Association socially or otherwise and who benefits from the activities of the membership.
- 13.4.3** Consideration shall be given to holding at least one scientific meeting, annually at a center chosen by the National Executive Committee outside Nairobi for the purpose of ensuring that broad sector of the Association's membership benefit from such meetings.
- 13.4.4** The National Executive Committee shall support countrywide Continuing Professional Development meetings for capacity building of its members and animal resource industry stakeholders.
- 13.5 The National Executive Committee** shall meet monthly, and hold at least ten executive meetings annually at the Secretariat. The dates, times, shall be at the discretion of the majority members of the committee.
- 13.5.1** A quorum of the National Executive Committee meeting shall be five members.
- 13.5.2** Each member of the National Executive Committee shall have one vote, and the Chairman shall have an original and a casting vote.
- 13.5.3** The National Executive Committee shall have power to determine its own procedures.
- 13.5.4** If any member of the National Executive Committee fails to attend three consecutive meetings of the committee without apology or acceptable apology he shall *ipso facto* cease to be a member of the committee.
- 13.5.5** The National Executive Committee shall co-opt a member to replace those who cease to be members.



## **14. ELECTIONS TO THE NATIONAL EXECUTIVE COMMITTEE**

- 14.1** The clause in the constitution pertaining to the election of the National Executive Committee members shall be circulated to all members together with the notice of intention to hold the Annual General Meeting.
- 14.2** Duly filled nomination forms shall be received by the Honorary Secretary at least 30 days before elections.
- 14.3** The names of candidates, proposers and their seconders shall be displayed clearly and distinctly at the meeting prior to commencing of voting.
- 14.4** Just before the elections begins the returning officer shall, after consulting with the outgoing Honorary Secretary and the outgoing Honorary Treasurer, declare to the assembly that the candidates vying for the seats have been properly nominated and are paid up members of the Association.
- 14.5** The candidates for the Chairman shall be allowed up to 5 minutes each to address the General Assembly on the policies they plan to implement if elected.
- 14.6** All members with voting rights shall cast their votes for all available positions before tallying commences. In the event of a tie in any position there shall be a run-off election in which the returning officer shall be entitled to vote.
- 14.7** Election to membership of the committee shall be by secret vote.
- 14.8** The term of office shall be deemed to commence from the conclusion of the meeting during which the elections takes place and shall continue until the start of the next elections in the second Annual General Meeting.
- 14.9** The induction of the incoming committee shall be at a social function where the incoming Chairman shall be invited to make his maiden speech and receive the chain of office.

## **15. RESIGNATION FROM THE NATIONAL EXECUTIVE COMMITTEE**

- 15.1** Any member of the National Executive Committee shall be free to resign from office for whatever reason at any time during the tenure of office, provided he writes a letter of resignation to the Chairman, stating his reasons for resignation.
- 15.2** The Chairman may, however only tender his resignation during a National Executive Committee meeting in which case the Vice Chairman will act as the Chairman until the next General Assembly.
- 15.3** Any resignation shall be considered effective from the date of acceptance by the National Executive Committee.

- 15.4** If a member of the committee fails to pay his annual subscription within the prescribed period, the Honorary Secretary or the Chairman (here the defaulting member is the Honorary Secretary) shall require in writing the payment or tendering of resignation within one month. Such letter shall be effective from the date it is dispatched (posted or delivered).
- 15.5** If any member of the committee ceases for any cause to be a member of the Association, or dies in office, resigns or is forced out of office due to misconduct or proven inefficiency he *ipso facto* ceases to be a member of the committee.
- 15.6** The National Executive Committee shall have the right to require the resignation of any member of the committee due to proven inefficiency in carrying out the duties assigned to him, misconduct in office, bankruptcy or acting in a way that brings into disrepute the veterinary profession. The executive committee will discuss the conduct of such committee member in his absence, and he will be given an opportunity to defend himself. A vote shall be taken and the action to remove the member from the committee will be taken if two thirds of those present excluding the member concerned vote for such action.
- 15.7** Any vacancies arising in the committee for whatever reason shall be filled by cooption by the remaining committee members, to be effective until the next general assembly.

## **16. BRANCHES**

- 16.1** Branches of the Association shall be formed with the approval of the National Executive Committee and the Registrar of societies and they will adopt the same constitution
- 16.2** There shall be two types of branches of the Association namely regional branches and specialized branches.
- 16.3** Regional branches shall consist of ordinary or honorary members of the Association who within any defined area of the Republic of Kenya or diaspora form a branch of the Kenya Veterinary Association.
- 16.4** Specialized branches shall consist of ordinary or honorary members of the Association who by reason of common discipline (or interest) anywhere within the veterinary profession in the republic of Kenya form a branch of the Kenya Veterinary Association.
- 16.5** The branches may have corporate units after consultation with the National Executive Committee.

## **17. OPERATION OF THE BRANCHES**

- 17.1** Any twelve or more ordinary or honorary members may associate themselves together to form a branch. They shall apply in writing to the National Executive Committee of the Association for recognition as a branch of and affiliation to the Kenya Veterinary Association.
- 17.2** Each branch applying for membership shall accept by endorsing a proforma constitution for the branch Association prepared by the Kenya Veterinary Association.
- 17.3** The branch shall have the discretion to add to the proforma constitution any clauses it deems necessary for the proper operation of that branch.
- 17.4** Additional clauses to the proforma constitution however must be acceptable to the parent national Association and shall not contravene or contradict this constitution.
- 17.5** No branch shall be affiliated to the Kenya Veterinary Association until it receives a written approval of its constitution by the National Executive Committee.
- 17.6** Where a branch feels aggrieved by being denied recognition, or its constitution not accepted by the National Executive Committee, it shall have right to appeal to the Kenya Veterinary Association Council for a review of the National Executive Committee's decision.
- 17.7** Upon receipt of application by a branch of review of the National Executive Committee's decision, the council shall sit and communicate a decision within three months from the date of the complaint thereof.
- 17.8** In the event of the council upholding the National Executive Committee's decision the branch starts the whole process of application anew after two years from the proceedings of the application or refers the issue to the next Annual General Meeting where it will be decided by a simple majority vote after a debate not exceeding 30 minutes.
- 17.9** No branch shall amend or alter its constitution without prior approval by the National Executive Committee.
- 17.10** A branch committee shall meet not less than five times a year and every branch shall submit copies of its minutes within three weeks after every meeting to the National Executive Committee.
- 17.11** Every branch shall advise the National Executive Committee annually of the names of office bearers and committee members and the total membership of the branch including the addresses of its members.

- 17.12** Subject to this constitution and constitution of the branch, the branch shall be free to govern itself and carry out its activities as it shall deem fit free of interference from the National Executive Committee.
- 17.13** For the purpose of interpretation of the constitution, where the constitution of the branch seem to conflict this constitution, the broad meaning derived from the Kenya Veterinary Association constitution shall always prevail over that of the branch.
- 17.14** Audited accounts of the branches shall be submitted annually to the National Executive Committee not later than 31<sup>st</sup> March each year.
- 17.15** The National Executive Committee shall have powers to levy a sum not exceeding 30% of branch funds annually.
- 17.16** The National Executive Committee shall likewise shall have powers to provide funds for any branch but such subsidy shall not exceed 40% of the branch's contribution towards that purpose or in such sum that it shall determine from time to time.
- 17.17** A branch shall elect from its committee such representatives as shall from time to time be determined by their Annual General Meeting to sit in the Kenya Veterinary Association Council.
- 17.18** If the executive committee of a branch is deemed to be operating in contravention of this constitution it shall be pointed out in writing by the Council.
- 17.19** If the contravention continues then this matter shall be discussed by the council in a meeting attended by all the executive committee members of the branch in question.
- 17.20** If no remedial measures are taken then the branch executive shall be dissolved by the council and a caretaker executive committee appointed to serve until such time that another executive is elected.

## **18. DISSOLUTION OF BRANCHES**

- 18.1** Dissolution of the branches of the Kenya Veterinary Association shall be effective when three fifths of all the members with full membership rights shall vote in favour at a Special General Meeting called in accordance with the constitution at which voting shall be by balloting and at which votes by proxy are allowed.
- 18.2** Upon the dissolution of the branch of the Kenya Veterinary Association, after all the debts and liabilities legally or owing by the Association have been satisfied, any surplus assets of the Association shall be divided amongst the members pro-rata to the amounts paid by way of subscriptions; or members may elect that the assets be surrendered to the national office (donated to charity).

## **19.INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

**19.1** The books of account 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 in Nairobi by any officer or member of the Association on giving at least seven days written notice to the Association.

## **20.TRUSTEES**

**20.1** All land, buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than three trustees who shall be members of the Association and shall be appointed at an Annual General meeting for a period of three years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.

**20.2** 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 trustees is necessary or desirable shall be reported by the trustees to the National Executive Committee which shall authorize expenditure of such moneys as it deems fit.

## **21.AUDITOR**

**21.1** An auditor shall be appointed each year by the annual general meeting. All the Association's accounts, records and documents shall be opened 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 a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. 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, vouched or not in accordance with the law.

**21.2** All the respective branches of the Association shall also appoint their auditor each year at their respective Annual General Meetings

**21.3** 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 may be paid such honorarium for his duties as may be resolved by the Annual General Meeting appointing him.

- 21.4** A consolidated audited account inclusive of branches accounts shall be presented each year at the Association's General Meeting.
- 21.5** No auditor shall be an office bearer or a member of any of the committees of the Association.

## **22. AMENDMENT OF THIS CONSTITUTION**

- 22.1** The constitution may be amended or altered only by majority vote of members at properly constituted Annual General Meeting or Special General Meeting provided that:-
- 22.2** The quorum for such a meeting is a half of the membership of the Association and two thirds of the members present voting in favour.
- 22.3** Any proposal for a new clause or amendment to an existing clause shall be circulated to every member together with the agenda for that meeting.
- 22.4** No voting by proxy shall be allowed.
- 22.5** All amendments are subject to the provisions of article 19.1 of this constitution.
- 22.6** The amendments cannot however be implemented without prior consent in writing of the Registrar obtained upon application to him made in writing and signed by three of the office bearers.

*(February 2014)*