

**CONSTITUTION OF THE KENYA VETERINARY ASSOCIATION**



**THE CONSTITUTION OF THE KENYA VETERINARY ASSOCIATION**

**2025**

# CONSTITUTION OF THE KENYA VETERINARY ASSOCIATION

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# CONSTITUTION OF THE KENYA VETERINARY ASSOCIATION

## PART I— PRELIMINARY PROVISIONS

### Name

1. The name of the association shall be the Kenya Veterinary Association, hereinafter referred to in this Constitution as “the Association” and abbreviated as “KVA”.

### Interpretation and Definitions

2. (1) In this Constitution, unless the context otherwise requires—

**"Annual General Meeting"** means the meeting of the Association held annually on the last Thursday of April as provided for in Article 14;

**"Assistant Secretary"** means the member of the National Executive Council elected to that position under Article 17(1)(d);

**"Association"** means the Kenya Veterinary Association established under this Constitution and abbreviated as "KVA";

**"Bona fide member"** means a member of the Association who— (a) has been duly admitted to membership in accordance with Article 6; (b) has paid all applicable application and retention fees; (c) is not under suspension; and (d) has not ceased to be a member under Article 11;

**"Branch"** means a Regional Branch or Specialized Branch of the Association established under Part IV of this Constitution;

**"Branch Executive Committee"** means the committee elected to govern a Branch as provided for in Article 30;

**"Calendar year"** means the period from 1st January to 31st December;

**"Casting vote"** means an additional vote exercised by a chairperson to break a tie, in addition to their original vote;

**"Chairperson of Trustees"** means the Trustee elected by the Trustees to chair their meetings as provided in Article 44;

**"Chief Executive Officer"** or **"CEO"** means the head of the Secretariat appointed under Article 17(5) and Article 20;

**"Code of Conduct"** means the code developed under Article 9(5) setting out expected standards of professional and ethical behavior for members;

**"Co-opted member"** means a person appointed to the National Executive Council or Branch Executive Committee under Article 17(2) or Article 30(3) respectively;

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**"Corporate member"** means an organization or body admitted to corporate membership under Article 5(5);

**"Council"** means the National Executive Council established under Article 17;

**"Days"** means calendar days unless otherwise specified;

**"Disciplinary Committee"** means the committee established under Article 9 to investigate and hear disciplinary matters;

**"Electoral Committee"** means the committee established under Article 22 for purposes of organizing and overseeing national elections;

**"Elections Appeals Committee"** means the ad hoc committee established under Article 24 to resolve election disputes;

**"Financial year"** means the period from 1st January to 31st December as provided in Article 37;

**"Foreign member"** means a foreign national admitted to foreign membership under Article 5(7);

**"General Assembly"** means the highest decision-making organ of the Association comprising the Annual General Meeting or Special General Meeting as provided in Article 13;

**"Good standing"** means a member who— (a) has paid all fees and dues when due; (b) is not under suspension; (c) has no pending or unresolved disciplinary action against them; (d) is not in breach of this Constitution or the Code of Conduct; and (e) has not been found guilty of professional misconduct within the preceding twelve months;

**"Honorary member"** means a person conferred with honorary membership under Article 5(4);

**"Honorary Secretary"** means the member of the National Executive Council elected to that position under Article 17(1)(c);

**"Honorary Treasurer"** means the member of the National Executive Council elected to that position under Article 17(1)(e);

**"In writing"** includes any communication in legible form, whether physical or electronic, including email, that can be stored and reproduced;

**"Life member"** means a person granted life membership under Article 5(6);

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**"Member"** means any person admitted to any category of membership of the Association under Part II;

**"Month"** means a calendar month;

**"National Executive Council"** or **"NEC"** means the executive organ of the Association established under Article 17;

**"One Health"** means a collaborative, multisectoral, and transdisciplinary approach working at local, regional, national, and global levels to achieve optimal health outcomes recognizing the interconnection between people, animals, plants, and their shared environment;

**"One Welfare"** means the interconnection between animal welfare, human wellbeing, and the physical and social environment;

**"Ordinary member"** means a person admitted to ordinary membership under Article 5(2);

**"Ordinary vote"** means the single vote to which each member of a committee or council is entitled, as distinct from a casting vote;

**"President"** means the member of the National Executive Council elected to that position under Article 17(1)(a);

**"Prescribed form"** means a form developed by the National Executive Council or ad hoc committee appointed under Article 47 and approved by the General Assembly;

**"Quorum"** means the minimum number of members required to be present for a meeting to conduct business validly;

**"Recognized institution"** means— (a) in relation to veterinary education in Kenya, an institution approved by the Kenya Veterinary Board or Commission for University Education; or (b) in relation to foreign institutions, an institution whose qualifications are recognized as equivalent by the Kenya Veterinary Board;

**"Region"** means— (a) any of the forty-seven (47) counties of Kenya as established under the Constitution of Kenya; (b) a grouping of counties as may be determined by the National Executive Council and approved by the General Assembly; or (c) an international geographical area where members of the Association reside or practice;

**"Regional Branch"** means a Branch established based on geographical regions as provided in Article 27;

**"Register of members"** means the up-to-date record of all registered and retained members maintained by the Association under Article 6(4);

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**"Registered office"** means the principal office of the Association located in Nairobi as provided in Article 3;

**"Registrar of Societies"** means the Registrar appointed under the Societies Act or any successor legislation;

**"Regulations"** means the regulations developed under Article 47 for the effective implementation of this Constitution;

**"Retention fees"** means the annual fees payable by members to maintain their membership as provided in Article 8;

**"Returning Officer"** means the Chairperson of the Electoral Committee who serves as the chief elections officer as provided in Article 22(2);

**"Secretariat"** means the administrative body of the Association established under Article 20;

**"Simple majority"** means more than half of the members present and voting, with abstentions not counted in determining the majority;

**"Special General Meeting"** or **"SGM"** means a general meeting of the Association convened in accordance with Article 15;

**"Specialized Branch"** means a Branch established around a common interest in a specific discipline as provided in Article 28;

**"Student member"** means a person admitted to student membership under Article 5(3);

**"Summit"** means the body established under Article 16 comprising the President, Vice President, Honorary Secretary, Honorary Treasurer, and all Branch Chairpersons;

**"Trustees"** means the three persons appointed under Article 42 to hold property in trust for the Association;

**"Two-thirds majority"** means at least two-thirds of the members present and voting, with abstentions not counted in determining the majority;

**"Veterinary surgeon"** means a person registered as a veterinary surgeon under the Veterinary Surgeons Act (Cap. 366) or any successor legislation;

**"Vice President"** means the member of the National Executive Council elected to that position under Article 17(1)(b); and

**"Year"** means a calendar year unless otherwise specified.

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(2) In this Constitution—

(a) the singular includes the plural and vice versa;

(b) reference to the masculine gender includes the feminine and neuter genders;

(c) headings and sub-headings are for convenience only and do not affect interpretation;

(d) reference to an Article means an Article of this Constitution unless otherwise stated;

(e) reference to "clause" means a clause within the Article in which the reference appears;

(f) reference to any statute or statutory provision includes any statutory modification, amendment, or re-enactment thereof;

(g) the word "includes" shall be construed as "includes without limitation"; and (h) where time is to be calculated from a particular day, that day shall be excluded from the calculation.

(3) Where there is conflict between—

(a) this Constitution and the Regulations, this Constitution shall prevail;

(b) this Constitution and any resolution of the General Assembly, this Constitution shall prevail unless the resolution is to amend this Constitution;

(c) different provisions of this Constitution, the more specific provision shall prevail over the general provision; and

(d) the English language version and any translation of this Constitution, the English language version shall prevail.

(4) The Interpretation and General Provisions Act (Cap. 2) shall apply to the interpretation of this Constitution as it applies to the interpretation of an Act of Parliament.

(5) In case of ambiguity or uncertainty in interpretation of any provision of this Constitution, the matter may be referred to the National Executive Council for preliminary interpretation, but such interpretation shall be subject to final determination by the General Assembly.

(6) Any reference in this Constitution to the "Constitution of Kenya" means the Constitution of Kenya, 2010, as may be amended from time to time.

(7) Any reference to the "Veterinary Surgeons Act" means the Veterinary Surgeons Act (Cap. 366) or any successor legislation.

(8) Any reference to the "Societies Act" means the Societies Act (Cap. 108) or any successor legislation.

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## Registered office

3. (1) The registered office of the Association shall be in Nairobi at a location to be determined by the Association from time to time.  
  
(2) The National Executive Council may, with the approval of the General Assembly, establish such Branch offices of the Association, in other cities or towns within Kenya or internationally, as may be deemed appropriate from time to time.

## Objectives

4. The objective of the Association is to—
  - (a) advocate, promote, and safeguard the professional, ethical, and socio-economic welfare and well-being of veterinary surgeons in Kenya;
  - (b) advance and advocate for animal health and welfare through the principles of One Health and One Welfare;
  - (c) foster and advance innovation and excellence in veterinary and allied sciences through research, technology enhancement, and responsible integration of artificial intelligence;
  - (d) build strategic partnerships and facilitate knowledge exchange with stakeholders locally and globally in the animal resource industry and related sectors;
  - (e) represent and advocate for the veterinary profession in legislative, regulatory, and policy matters, and undertake lawful activities that support the Association's mission; and
  - (f) pursue any other lawful objectives that are incidental, ancillary, or conducive to the attainment of the foregoing objectives or the advancement of the veterinary profession in Kenya.

## PART II— MEMBERSHIP

### Membership

5. (1) The membership of the Association shall comprise—
  - (a) Ordinary membership;
  - (b) Student membership;
  - (c) Honorary membership;
  - (d) Corporate membership;
  - (e) Life membership; and
  - (f) Foreign membership.  
(2) Ordinary membership shall be open to citizens of Kenya who have graduated with a Bachelor of Veterinary Medicine or its equivalent from a recognized institution.  
  
(3) Student membership shall be—
  - (a) open to final-year students who are Kenyan citizens or residents in Kenya, who are pursuing a Bachelor of Veterinary Medicine or its equivalent at a recognized institution, and
  - (b) are members of their respective Veterinary Students Associations.

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- (4) Honorary membership may be conferred upon members of the Association or to non-veterinarians who have rendered outstanding service to the veterinary profession.
- (5) Corporate membership shall be available to organizations or bodies involved in aspects of veterinary importance.
- (6) Life membership may be granted to an ordinary member who has maintained a membership for thirty consecutive years and has attained the age of sixty.
- (7) Foreign membership shall be open to foreign nationals who—
  - (a) have graduated with a Bachelor of Veterinary Medicine or its equivalent qualification, from a recognized institution; and
  - (b) are resident in Kenya.
- (8) Ordinary membership to the Association shall be through a Regional Branch.

### Admission to the membership

6. (1) Admission to the membership of the Association shall be granted as follows—

(a) **Ordinary membership;**

- (i) Application for membership shall be made in a form prescribed by the National Executive Council and approved by the General Assembly;
- (ii) The applicant shall pay a prescribed non-refundable application fee
- (iii) An applicant must be proposed and seconded by *bona fide* ordinary members of the Association; and
- (iv) An individual shall become and remain an ordinary member upon fulfilling all the requirements for admission and paying the registration and retention fees as prescribed by the National Executive Council and approved by the General Assembly.

(b) **Student membership;**

- (i) Student membership shall be granted to eligible students who apply in writing through their respective Veterinary Student Association to the Honorary Secretary of the Association; and
- (ii) Student membership application shall be in a form prescribed by the National Executive Council and approved by the General Assembly.

(c) **Honorary membership;**

- (i) Recommendations for honorary membership shall be proposed and seconded by ordinary members in a form prescribed by the National Executive Council and approved by the General Assembly; and
- (ii) The proposal shall be circulated to the members of the Association through their respective Branches and presented for approval at an Annual General Meeting as part of the agenda.

(d) **Corporate membership;**

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- (i) Eligible corporate organizations or bodies shall apply for membership in a form prescribed by the National Executive Council and approved by the General Assembly, and submitted to the Honorary Secretary of the Association;
- (ii) The application shall be considered at a National Executive Council meeting; and
- (iii) Admission of the corporate organization or body shall be granted upon a simple majority vote of the National Executive Council;

### (e) **Life membership;**

- (i) Application for life membership shall be made in a form prescribed by the National Executive Council and approved by the General Assembly;
- (ii) The applicant must be proposed and seconded by an ordinary member or an existing life member; and
- (iii) The application shall be submitted to the National Executive Council for consideration.

### (f) **Foreign Membership;**

- (i) Application for foreign membership shall be made in a form prescribed by the National Executive Council and approved by the General Assembly;
- (ii) The applicant shall pay a prescribed non-refundable application fee; and
- (iii) The application shall be submitted to the National Executive Council for consideration.

(2) Where an application for membership is successful, the National Executive Council shall notify the applicant, who shall be requested to pay the retention fees where applicable.

(3) No Ordinary, Corporate or Foreign member shall be deemed duly registered or entitled to the rights of membership until all application and retention fees have been fully paid.

(4) The Association shall maintain an up-to-date register of all registered and retained members.

### **Rights of members**

7. (1) Ordinary members shall have the right to—

- (a) vote;
- (b) contest for any leadership position as provided for in this Constitution;
- (c) propose or second motions for consideration at an Annual General Meeting, subject to meeting the requirements under this Constitution; and
- (d) participate fully in any other activities of the Association.

(2) Student members shall—

- (a) have no voting rights and not attend the Association's General Assembly meeting;

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- (b) not propose, second, or object to applications for membership, but may participate in any other activities of the Association; and
  - (c) not be eligible for nomination or election to any position.
- (3) Honorary members—
- (a) who are not Veterinary Surgeons shall not have voting rights but may participate in any other activities of the Association; and
  - (b) shall be ineligible for consideration for any positions of responsibility within the Association.
- (4) Corporate members shall—
- (a) have no voting rights and shall not be eligible for consideration in any positions of responsibility in the Association, but may participate in any other activities of the Association; and
  - (b) not have the right to propose, second or object to any application for ordinary membership or honorary membership, or to any office in the Association or position in the National Executive Council.
- (5) Life members shall have voting rights, and are eligible for elective or nominated positions as provided for in this Constitution.
- (6) Foreign members shall have no right to vote nor contest for an election, but shall have the right to engage in any other activities of the Association.

### **Membership and retention fees**

8. (1) Ordinary members shall pay a non-refundable application fee as prescribed by the National Executive Council and approved by the General Assembly.
- (2) Student members are exempt from both the application fee and annual retention fees.
- (3) Transitioning student members who become eligible for ordinary membership shall comply with the requirements applicable to ordinary members.
- (4) Honorary members are exempt from both the application fees and annual retention fees.
- (5) Corporate members shall pay such fees as prescribed by the National Executive Council and approved by the General Assembly.
- (6) Life members are exempt from paying annual retention fees.
- (7) Foreign members shall pay such application fee and annual retention fees as prescribed by the National Executive Council and approved by the General Assembly.
- (8) Ordinary, corporate, foreign members shall pay their retention fees by the 31st December of each year.

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(9) Retention fees in respect of each calendar year shall become due and payable on the 1st day of January of that year and shall be paid on or before the 31st day of December of the immediately preceding calendar year.

(10) New members shall pay an application fee and retention fees for the year of registration.

### **Disciplinary Committee and Procedures**

9. (1) There is established a Disciplinary Committee consisting of five members appointed by the National Executive Council and approved by the General Assembly for a term of three years, renewable once.

(2) Members of the Disciplinary Committee shall—

- (a) be ordinary or life members in good standing;
- (b) possess knowledge of law, ethics, professional conduct, or veterinary practice;
- (c) be persons of high integrity with no pending disciplinary cases;
- (d) not be serving members of the National Executive Council or any Branch Executive Council; and
- (e) not be immediate family members of any NEC member.

(3) The Disciplinary Committee shall, within fourteen days of appointment, elect a Chairperson from among its members.

(4) The functions of the Disciplinary Committee shall be to—

- (a) receive and investigate complaints against members or Branches;
- (b) conduct hearings in accordance with principles of natural justice;
- (c) recommend disciplinary action to the National Executive Council;
- (d) maintain confidentiality of proceedings; and
- (e) keep records of all disciplinary cases.

(5) The Association shall maintain a Code of Conduct, which shall be developed by the National Executive Council and approved by the General Assembly, setting out—

- (a) expected standards of professional and ethical behavior;
- (b) prohibited conduct;
- (c) investigation procedures;
- (d) sanctions for violations; and
- (e) appeals procedures.

(6) The Code of Conduct shall be published and made available to all members.

(7) A quorum for the Disciplinary Committee shall be three members.

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- (8) The Disciplinary Committee may co-opt technical experts for specific cases, but such experts shall have no voting rights.
- (9) A member of the Disciplinary Committee who is himself subject to a complaint shall immediately recuse himself, and the National Executive Council shall appoint a temporary replacement for that case only.
- (10) A member of the Association shall be subject to disciplinary action by the Disciplinary Committee established under this Article for any acts or omissions specified in the Association's Code of Conduct, including but not limited to—
- (a) professional misconduct;
  - (b) breach of the Association's Constitution or regulations;
  - (c) conduct likely to bring the veterinary profession into disrepute;
  - (d) fraud, misrepresentation, or dishonesty in dealings with the Association; or
  - (e) failure to comply with the lawful directives of the National Executive Council.
- (11) All disciplinary hearings shall be concluded within 90 days of the complaint being filed, unless the Committee determines that exceptional circumstances require an extension, which shall not exceed a further 60 days.
- (12) Every member subject to disciplinary proceedings shall have the right to a fair hearing conducted in accordance with the principles of natural justice.
- (13) No member shall be subjected to any disciplinary sanction without being afforded a full and fair opportunity to:
- (a) be informed of the allegations against them;
  - (b) respond to those allegations;
  - (c) present their case and evidence;
  - (d) cross-examine witnesses;
  - (e) make submissions before any decision is made; and
  - (f) be represented by a lawyer.
- (14) Where the Disciplinary Committee finds a member guilty of misconduct, it may recommend one or more of the following sanctions:
- (a) a written warning or reprimand;
  - (b) mandatory training or professional development;
  - (c) suspension of membership for a specified period;
  - (d) a fine not exceeding an amount prescribed by the General Assembly;
  - (e) restriction from holding office in the Association or its Branches;
  - (f) expulsion from membership; or
  - (g) any other sanction deemed appropriate and proportionate to the misconduct.

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(15) The specific procedures for ensuring fair hearing shall be set out in the Code of Conduct and Disciplinary Regulations approved by the General Assembly.

### **Suspension of Membership**

**10.** (1) An ordinary, corporate, or foreign member who fails to pay their retention fees by 31st December shall be automatically suspended from the date of default.

(2) A member who is suspended under this Constitution may be reinstated upon payment of full retention fees and a monthly penalty as may be prescribed from time to time by the National Executive Council and approved at a General Assembly.

(3) The lifting of any suspension shall only occur following successful application for readmission and subject to approval by the National Executive Council.

### **Cessation of membership**

**11.** (1) A person shall cease to be a member of the Association upon—

- (a) voluntary withdrawal, by submitting a written notice to the Honorary Secretary of the Association;
- (b) death;
- (c) expulsion;
- (d) a resolution passed by the membership at an Annual General Meeting, following suspension by the National Executive Council due to a violation or misconduct; or
- (e) non-payment of retention fees for two consecutive years following suspension under Article 10(1).

(2) A person who has ceased to be a member pursuant to clause (1)(a), (c), and (d), may be readmitted upon submitting a written application to the National Executive Council, stating the grounds for the proposed readmission.

(3) A person who ceased to be a member pursuant to paragraph (1)(e) may reapply for membership to the National Executive Council upon completing their term of imprisonment.

## **PART III— GOVERNANCE STRUCTURE**

### **Organs of the Association**

**12.** The organs of the Association shall comprise the—

- (a) General Assembly;
- (b) National Executive Council;
- (c) Summit;
- (d) Branches;
- (e) Secretariat; and
- (f) Trustees.

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## The General Assembly

13. The General Assembly is the highest decision-making organ of the Association and shall comprise the Annual General Meeting or the Special General Meeting.

## Annual General Meetings

14. (1) The Association shall on the last Thursday of April each year, either physically, virtually or in a hybrid format, hold an Annual General Meeting which shall be chaired by the President.

(2) All categories of membership shall, with the exception of student members, be eligible to attend the Annual General Meeting of the Association.

(3) A notice of intention to hold an Annual General Meeting—

- (a) shall be issued no later than twenty-eight days prior to the meeting date;
- (b) shall be recorded in the Annual General Meeting notice book, including the address and date on which it was posted;
- (c) shall be accompanied by the minutes of the previous Annual General Meeting and the agenda of the upcoming meeting; and
- (d) may be advertised through the print or electronic media.

(4) A member who wishes to have any item included on the agenda for the Annual General Meeting shall submit a written request to the Honorary Secretary within seven days of the notice being issued.

(5) The quorum for the Annual General Meetings shall be at least twenty five percent (25 %) of the Association's *bona fide* members.

(6) The business of the Annual General Meeting shall include, the—

- (a) President's address, focusing on the objectives and vision of the Association;
- (b) Honorary Secretary's report, summarising the Association's activities during the period under review;
- (c) Chairperson of Trustees' Report, which shall be open for discussion;
- (d) Honorary Treasurer's report, providing a financial review of the Association's affairs and presenting the proposed budget for consideration and approval; and
- (e) any other item as may be proposed by the general membership pursuant to this Constitution.

(7) The Honorary Treasurer's report shall be sent to all members of the Association at least seven days prior to the Annual General Meeting, to allow sufficient time for review before it is tabled.

(8) All motions intended for discussion at an Annual General Meeting shall be submitted in writing, signed by a proposer and seconder, and received by the Honorary Secretary at least twenty-one days prior to the date of the Meeting.

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(9) Any motion received less than twenty-one days prior to the Annual General Meeting shall be deferred to the next Meeting.

(10) Any motion properly proposed, seconded, debated and passed shall not be reintroduced as a substantive motion for debate for at least one year, unless the National Executive Council determines that substantially changed circumstances justify the convening of a Special General Meeting to reconsider the motion.

### **Special General Meeting**

15. (1) A Special General Meeting may be convened by—  
(a) the President on the President's own initiative;  
(b) the National Executive Council through an agreed motion;  
(c) a resolution at an Annual General Meeting; or  
(d) upon submission of a motion signed by at least one hundred ordinary members to the National Executive Council requesting a Special General Meeting.

(2) The notice period for a Special General Meeting shall be at least twenty-one days.

(3) A quorum for a Special General Meeting shall consist of at least twenty percent (20%) of *bona fide* members of the Association.

(4) If the quorum is not attained, the meeting shall be adjourned and a second meeting convened within thirty (30) days, at which time the quorum shall consist of at least fifteen percent (15%) of *bona fide* members.

(5) For matters involving constitutional amendments, dissolution of branches, or removal of national officials, the quorum shall not be less than 25% of *bona fide* members, notwithstanding Article 15(4).

(6) A decision taken by the majority at a Special General Meeting shall be binding on all members whether present, absent and objecting.

(6) A Special General Meeting may be held physically, virtually or in a hybrid format.

### **The Summit**

16. (1) There is established a Summit comprising the President, the Vice President, Honorary Secretary and Honorary Treasurer of the National Executive Council and all the Chairpersons of the Branches.

(2) In the first meeting of the Summit after the Branch elections, a Branches-Summit Chairperson (BSC) and a Branches-Summit Secretary (BSS) representing the Branches shall be elected from among the Branch Chairpersons under regulations prescribed by the National Executive Council and approved by the General Assembly.

(3) The tenure of office of members of the Summit shall end immediately after elections of either the National Executive Council or the Branches respectively.

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- (4) (a) The BSC and BSS may be re-elected for one more term, should they be re-elected at the Branches.
- (b) The Summit shall be a consultative and advisory forum on matters affecting the Association.
- (c) The Summit shall be chaired by the President, and in his absence by the Vice President
- (d) The Secretariat of the Summit shall be composed of the Honorary Secretary and the BSS.
- (e) The Summit shall hold at least three meetings every year, which may be conducted physically, virtually, or in a hybrid format.

### **The National Executive Council**

17. (1) The National Executive Council shall consist of elected officials, including—

- (a) President;
- (b) Vice President;
- (c) Honorary Secretary;
- (d) Assistant Secretary;
- (e) Honorary Treasurer; and
- (f) Two Council members without a portfolio.

(2) The National Executive Council may co-opt not more than three ordinary members of the Association to the National Executive Council.

(3) A member co-opted under clause (2) shall not be an elected or co-opted member of any Branch Executive Council.

(4) Members of the National Executive Council shall hold office for a term of three years and are eligible to contest for a final term of three years.

(5) The National Executive Council may employ a Chief Executive Officer and such other officers under such terms as appropriate.

### **Meetings of the National Executive Council**

18. (1) The National Executive Council shall meet at least once a month.

(2) The dates, times, and venue of each meeting shall be determined by the majority of Council members, provided they fall within the budget provisions of the national office.

(3) A quorum of a National Executive Council meeting shall be five members of whom one must be the President or the Vice President.

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(4) Each member of the National Executive Council shall have one vote, but the President shall have both an original and a casting vote.

(5) The National Executive Council may develop internal policies, regulations, and guidelines to govern the operations of the Association.

(6) A member of the National Executive Council who fails to attend three consecutive meetings without a valid excuse accepted by the Council, shall cease being a member of the Council.

### **Vacation from Office**

**19.** (1) A Council member shall cease to hold office upon resignation, death or removal from office.

(2) A resignation submitted under this clause shall be in writing and addressed to the President.

(3) A resignation by the President shall be at a sitting of the National Executive Council.

(4) Any resignation shall take effect on the date it is accepted by the National Executive Council.

(5) The National Executive Council may remove from office any member of the Council due to incompetence, misconduct, bankruptcy or acting in a way that brings into disrepute the veterinary profession.

(6) Where the National Executive Council decides to remove a member from office, a vote shall be taken, and if two-thirds of those present, excluding the member concerned, vote to approve the decision, the member shall be deemed to have been removed from office.

(7) Where a vacancy occurs:

(a) in the position of President, the Vice President shall assume the role substantively until the end of the term; and

(b) in the position of Honorary Secretary, the Assistant Secretary shall assume the role substantively until the end of the term.

(8) Where the position of Honorary Treasurer becomes vacant, the National Executive Council shall, by a simple majority vote, elect one of the co-opted committee members to assume the role substantively until the end of the term.

(9) Where the position of an assistant member becomes vacant, it shall remain vacant until the next election, unless the corresponding higher office becomes vacant, in which case, the position may be filled by co-option.

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(10) Where the position of the Council member without portfolio becomes vacant, it shall remain vacant until the next election.

(11) The co-opted members of the Council may be appointed or dismissed by the National Executive Council.

### **The Secretariat**

**20.** (1) The Association shall have a Secretariat, comprising the Chief Executive Officer and other employees as may be appointed.

(2) The Secretariat shall be accountable to the National Executive Council.

(3) The Chief Executive Officer shall serve as the Head of the Secretariat and shall be responsible for its day-to-day operations.

### **Duties of the office bearers**

**21.** (1) The President shall—

- (a) preside over all the National Executive Council and General Assembly Meetings;
- (b) represent the Association in all fora; and
- (c) be the spokesperson of the Association.

(2) The Vice President shall—

- (a) be the principal assistant to the President; and
- (b) carry out any other duties as assigned by the President or by the National Executive Council.

(3) The Honorary Secretary shall—

- (a) record and keep the minutes of all the meetings of the National Executive Council and the General Assembly Meetings;
- (b) avail copies of all minutes to each member of the National Executive Council within a fortnight of holding a meeting;
- (c) send notice of all scheduled National Executive Council meetings to the members of the Council along with an agenda at least fourteen (14) days before the meeting;
- (d) issue notices of the Annual General Meeting at least twenty-eight (28) days before the date of the meeting;
- (e) issue notice of Special General Meeting at least twenty-one (21) days before the date of the meeting;
- (f) be responsible for the receipt and response of all correspondence on behalf of the National Executive Council, except in circumstances where the President is communicating as the spokesman of the Association; and
- (g) prepare and submit an annual report on the activities of the Association at the Annual General Meeting.

(4) The Assistant Secretary shall—

- (a) perform such duties as may be assigned to assistant Secretary by the Honorary Secretary or by the National Executive Council; and

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- (b) substantively assume all the duties of the Honorary Secretary in case of a vacancy in the office of the Honorary Secretary.
- (5) The Honorary Treasurer shall—
  - (a) be responsible for all the financial affairs of the Association;
  - (b) receive all the sums of money on behalf of the Association;
  - (c) keep up-to-date books of accounts showing receipts and payments on behalf of the Association;
  - (d) be a mandatory bank signatory for the funds of the Association and remain solely responsible for the Association's funds in the bank;
  - (e) furnish the National Executive Council with bank transactions, balances and future financial projections for decision-making;
  - (f) authorize all financial transactions of the Association as approved by the National Executive Council;
  - (g) prepare and present financial statements to the auditor and together with the auditor, prepare and present the audited report to the Annual General Meeting; and
  - (h) be responsible for keeping a current register with names and contact addresses of all registered and retained members of the Association, and updating the same on a regular basis.

### **Electoral Committee**

- 22. (1) An Electoral Committee consisting of not less than four and not more than five members shall, for purposes of national elections, be established at an Annual General Meeting at which no election is to be conducted.
- (2) The Electoral Committee, shall, within seven days after their appointment, hold an inaugural meeting and elect a Chairperson who shall also serve as the Returning Officer.
- (3) The members of the Electoral Committee shall not contest for any positions in the National Executive Council.
- (4) The Electoral Committee members shall be—
  - (a) members of the Association in good standing; and
  - (b) persons of high integrity with no pending disciplinary cases.
- (5) The Electoral Committee shall—

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- (a) organize, supervise, and oversee all aspects of elections processes including calling for nominations, vetting candidates to ensure they meet eligibility requirements, and ensuring compliance with the Association's Constitution and election guidelines;
  - (b) procure, through the National Executive Council, a reliable electronic voting system that is simple, fool proof, accountable and auditable;
  - (c) manage electoral register, verify voter eligibility, communicate with voters and ensure the legal validity of the election process;
  - (d) supervise voting and counting of votes;
  - (e) certify and announce the election results, and submit a report on the election process to the incoming National Executive Council within thirty days of the election date; and
  - (f) announce the official voting period, specifying the start and end times.
- (6) Members of the Electoral Committee shall serve from the time of their appointment until fourteen days after the declaration of results of the election and no appeal is lodged, or thirty days after declaration of results, if a petition is filed and conclusion of all appeals, whichever occurs last, at which point the Electoral Committee shall stand dissolved.

### **Elections**

- 23.** (1) All members of the Association shall be notified of the election process and provided with the nomination forms at least sixty days before the Annual General Meeting at which the election is to be conducted.
- (2) Duly completed forms shall be submitted to the Chairperson of the Electoral Committee at least thirty-seven days before the election.
- (3) The names of eligible candidates shall be published by the Chairperson of the Electoral Committee within seven days of receiving the completed nomination forms.
- (4) Campaigns shall be for a period of twenty-one days, starting from the date of publication of the list of eligible candidates and ending forty-eight hours before the date of the election.
- (5) All members with voting rights shall be allowed to cast their votes for all available positions within the designated voting period.
- (6) Voting shall be carried out by a system that is foolproof, free, fair, transparent, verifiable, and credible.

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- (7) In the event of a tie for any position, a run-off election shall be held immediately after the results are declared between the two leading candidates.
- (8) If the tie persists, the Returning Officer shall cast the deciding vote.
- (9) Election of the National Executive Council shall be conducted by secret vote.
- (10) The term of office shall commence at the conclusion of the meeting during which the election is held and shall continue until the beginning of the next election at the third subsequent Annual General Meeting.
- (11) The induction of the incoming Council shall take place at a physical meeting, during which the incoming President shall deliver their inaugural address and receive the chain of office.

### **Elections Appeals Committee**

24. (1) There shall be an *ad hoc* Elections Appeal Committee consisting of three persons appointed by the General Assembly before the elections commence, for the purposes of resolving disputes of that particular election.
  - (2) Members appointed to the Elections Appeal Committee shall be—
    - (a) a member of the Association in good standing;
    - (b) persons of high integrity with legal, arbitration, or conflict resolution experience;
    - (c) not be members of the Election Committee; and
    - (d) not serving members of the National Executive Council.
  - (3) The functions of the Elections Appeals Committee shall be to—
    - (a) hear and determine any petitions arising from elections;
    - (b) mediate and settle any conflict between opposing parties arising from the elections;
    - (c) have the power to summon witnesses and call for evidence;
    - (d) determine whether to uphold, modify, or nullify election results; and
    - (e) deal with any other issues arising from the elections that shall be referred to it.
  - (4) The Election Appeals Committee shall stand dissolved thirty days after all appeals have been concluded, and a report submitted to the National Executive Council.

### **Appeal Process**

25. (1) A person who is dissatisfied with the election results may, within seven days after declaration of the provisional results, file a petition with the Elections Appeals Committee.
  - (2) The petition shall clearly state the grounds upon which the petitioner relies to challenge the election.

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- (3) Upon receipt of the petition, the Elections Appeals Committee shall determine the matter within seven days from the date of filing of the petition.
- (4) In determining the election appeal, the Elections Appeals Committee may call for any evidence or testimonies from members as it deems fit.
- (5) The decision of the Elections Appeals Committee shall be final and binding on all parties and shall not be subject to further appeal within the Association's internal mechanisms.
- (6) Nothing in this Article shall prevent a party from seeking judicial review or other legal remedies in a court of competent jurisdiction as provided by law.
- (7) If the Elections Appeals Committee cancels the election of any position, a by-election shall be held at a special general meeting convened within forty-five days of the cancellation.

### **PART IV— BRANCHES**

#### **Branches of the Association**

26. (1) The Branches of the Association shall be such branches as recommended by the National Executive Council and approved by the General Assembly.
- (2) The Association shall have the following categories of branches—
  - (a) Regional Branches; and
  - (b) Specialized Branches.
- (3) The Branches —
  - (a) shall consist of ordinary, life, foreign, and honorary members who are veterinary surgeons;
  - (b) may acquire assets with the approval of the National Executive Council; and
  - (c) may engage in incoming generating activities with the approval of the National Executive Council.
- (4) All Branches shall operate as integral arms of the Association and shall function directly under the coordination, supervision, and organizational oversight of the National Executive Council.
- (5) All assets and bank accounts shall be held in the name of the Association using a coding system to be defined by National Executive Council in consultation with the Trustees.
- (6) The National Executive Council shall keep a register of all the Branches.
- (7) Each Branch shall, as far as practicable, adopt a structural and administrative format of the Association.

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## Regional Branches

27. (1) A regional Branch shall be formed based on the recognized regions within Kenya and abroad, and shall consist of ordinary, life, and honorary members of the Association who originate from, reside in, or have veterinary-related interests in the region forming the Branch.
- (2) A regional Branch may be established where at least fifty ordinary, lifetime, and honorary members from the specified region submit an application in a prescribed form to the National Executive Council.
- (3) A member shall belong to only one regional Branch at a time, but may simultaneously be a member of other specialized Branches.
- (4) The name of the Branch shall follow the format: Kenya Veterinary Association - "Region" Branch.
- (5) A member of a regional Branch may apply, in a prescribed form, to the National Executive Council for a transfer to another regional Branch.
- (6) Upon receiving an application under clause (5), the National Executive Council shall review the application and either approve or reject it.

## Specialized branches

28. (1) A specialized Branch shall comprise ordinary, life, foreign, and honorary members who are veterinary surgeons who unite around a common interest in a specific discipline, whether within or without the veterinary profession.
- (2) A specialized Branch may be established where at least thirty ordinary, life, foreign, and honorary members of the Association submit an application to the National Executive Council for consideration.
- (3) The name of the Branch shall follow the format: Kenya Veterinary Association - "Specialization"-Branch.

## Annual General Meeting of the Branch

29. Each Branch shall hold its Annual General Meetings in March every year on a date to be determined by the Branch Executive Committee and shall submit copies of the approved audited reports to the Honorary Treasurer and minutes to the Honorary Secretary by 31<sup>st</sup> March of that year.

## Branch Executive Committee

30. (1) The composition and term of office of the Branch Executive Committee shall mirror the structure of the National Executive Council.
- (2) The office bearers of the Branches shall include —
- (a) Chairperson;

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- (b) Vice Chairperson;
- (c) Secretary;
- (d) Assistant Secretary;
- (e) Treasurer; and
- (f) Two Council Members without portfolio.

- (3) The Branch Executive Committee may co-opt not more than two ordinary members of the Association to the Branch Executive Committee.

### **Branch meetings**

- 31. Each Branch shall hold a minimum of three meetings every year.

### **Branch elections.**

- 32. (1) Each Branch shall conduct elections for its Executive Committee in accordance with the principles and procedures set out in Articles 22, 23, 24 and 25, with modifications to align with the Branch calendar.
- (2) Branch elections shall be held in the year immediately after national elections, during the month of March.
- (3) Each Branch shall establish its own Electoral Committee consisting of three (3) to five (5) members, appointed at the Branch Annual General Meeting held in the year preceding the election year.
- (4) The Branch Electoral Committee shall function in the same manner as the National Electoral Committee as provided in Article 22, adapted to the Branch context.
- (5) Elected leaders at the National Executive Council level shall not seek leadership positions in the Branches while still serving their term.
- (6) Each Branch shall submit to the National Executive Council a list of office bearers and members, including their contact and membership details, by the 28<sup>th</sup> March of each year.
- (7) A Branch official who intends to contest for a national leadership position must resign from their current position before declaring their candidacy.
- (8) The General Assembly shall approve the general guidelines for conducting Branch elections.

### **Dissolution of Branches**

- 33. (1) The dissolution of a Branch of the Association shall take effect when two-thirds of the *bona fide* members of that Branch vote in favour at an Annual General Meeting convened in accordance with the Branch's constitution.
- (2) Voting shall be conducted using a secure, foolproof electronic ballot system.

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- (3) *Bona fide* members who are eligible to vote but unable to attend the Annual General Meeting shall be permitted to cast their votes remotely.
- (4) In the event of a dissolution of a Branch, the debts, liabilities, and assets shall be transferred to the National Executive Council.
- (5) The Honorary Secretary shall present a special report on the dissolution of a Branch to the General Assembly.
- (6) Upon receipt of the report under clause (5), the National Executive Council may, in consultation with the Summit, dissolve a branch of the Association if it is satisfied that the branch no longer meets the purpose for which it was established.
- (7) A branch that is dissolved pursuant to clause (6) may, if dissatisfied, appeal the decision to the General Assembly through the National Executive Council.

### Recall of Officials

- 34.** (1) A National Executive Council or Branch Executive Committee official may be recalled by the membership before the expiry of their term on grounds of—
- (a) gross misconduct;
  - (b) persistent failure to perform their duties;
  - (c) conduct bringing the Association or veterinary profession into disrepute;
  - (d) abuse of office;
  - (e) misappropriation of Association funds or property; or
  - (f) violation of this Constitution.
- (2) A recall process for a National Executive Council official may be initiated by—
- (a) a petition signed by at least one hundred (100) *bona fide* members; or
  - (b) a resolution of the National Executive Council supported by two-thirds of members present and voting.
- (3) The National Executive Council shall develop regulations governing the recall process, including timelines, procedures, and safeguards against abuse, which shall be approved by the General Assembly.
- (4) A recall process for a Branch Executive Committee official may be initiated by—
- (a) a petition signed by at least thirty percent (30%) of the Branch's *bona fide* members; or
  - (b) a resolution of the Branch Executive Committee supported by two-thirds of members present and voting.
- (5) A recall petition shall—
- (a) be in writing;
  - (b) clearly state the grounds for recall with supporting evidence;

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- (c) be submitted to the Honorary Secretary (for national officials) or Branch Secretary (for Branch officials); and
  - (d) be verified to ensure the authenticity of signatures.
- (6) Upon receipt of a valid recall petition, the Honorary Secretary or Branch Secretary shall—
- (a) acknowledge receipt in writing within seven (7) days;
  - (b) notify the official concerned and provide them with a copy of the petition;
  - (c) convene a Special General Meeting within sixty (60) days to consider the recall; and
  - (d) provide at least twenty-one (21) days' notice of the Special General Meeting.
- (7) The official subject to recall shall have the right to—
- (a) respond to the allegations in writing;
  - (b) address the Special General Meeting;
  - (c) present evidence and witnesses in their defense; and
  - (d) be heard before any vote is taken.
- (8) A recall shall be approved only if at least two-thirds of *bona fide* members present and voting at the Special General Meeting vote in favour of the recall.
- (9) Voting on a recall motion shall be by secret ballot.
- (10) If a recall is approved—
- (a) the official shall immediately vacate office;
  - (b) the vacancy shall be filled in accordance with Article 19 for national officials or the equivalent Branch provision;
  - (c) the recalled official shall surrender all Association property in their possession within seven (7) days; and
  - (d) the recalled official shall not be eligible for re-election to any position in the Association for a period of five (5) years.

### Scientific meetings

35. (1) The Annual Scientific Conference and the Continuous Professional Development (CPD) meetings shall be organized by the Chairperson of the Scientific and CPD subcommittee on behalf of the National Executive Council.
- (2) The primary objective of the scientific meetings shall be to promote the advancement of all matters directly or indirectly related to veterinary science and animal welfare.
- (3) Scientific meetings shall encourage active participation from non-members who possess relevant expertise, engage with association members in various capacities, or benefit from the Association's activities.
- (4) The Annual Scientific meetings shall rotate across all regions of Kenya to ensure reasonable access to the widest segment of the Association's membership.

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- (5) The National Executive Council may facilitate a Continuous Professional Development meeting across the country to support capacity building among members and stakeholders in the animal resource industry.

## PART V— FINANCE AND ASSETS

### Finance and Assets

**36.** (1) The sources of funds of the Association shall include—

- (a) fees charged in accordance with this Constitution;
  - (b) sponsorships, donations and bequests from well-wishers;
  - (c) proceeds from the sale of the Association's journals, magazines and merchandise;
  - (d) income generated from accumulated capital and commercial ventures; and
  - (e) any other lawful source considered by the National Executive Council from time to time and approved by the General Assembly.
- (2) The purposes for which the funds of the Association shall be used include—
    - (a) advocate, promote, and safeguard the professional, ethical, and socio-economic welfare and well-being of veterinary surgeons of Kenya;
    - (b) advance and advocate for animal health and welfare through the principles of One Health and One Welfare;
    - (c) foster and advance innovation and excellence in veterinary and allied sciences through research, technology enhancement, and responsible integration of artificial intelligence;
    - (d) build strategic partnerships and facilitate knowledge exchange with stakeholders locally and globally in the animal resource industry and related sectors; and
    - (e) represent and advocate for the veterinary profession in legislative, regulatory, and policy matters, and to undertake lawful activities that support the Association's mission.
  - (3) The Association shall open and operate bank accounts and electronic payment services in its name, with reputable banking institutions as approved by the National Executive Council.
  - (4) Branches of the Association may open and operate bank accounts in their respective locations, subject to prior written approval from the National Executive Council.
  - (5) An account opened and operated by a Branch shall be in the name of the Association.
  - (6) Cheque books, ledger accounts, bank statements, banking and withdrawal documents about Branch accounts shall remain the property of the national office.

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- (7) The documents referred to in clause (6) shall be held in trust by the respective Branches and made available for inspection upon request by the national office.
- (8) All cheques of the Association shall be signed by at least two of the designated three signatories drawn from the Executive Council, one of whom shall be the Honorary Treasurer at both the national and branch levels.
- (9) The national office shall have the authority, either on its own motion or upon the request of a Branch member, to suspend a signatory to any branch and initiate an investigation.
- (10) A serialized receipt book shall be maintained by the respective Honorary Treasurers for all monies received on behalf of the Association.
- (11) Each receipt shall be signed by the Honorary Treasurer or a person authorized in writing by the Honorary Treasurer.
- (12) The Association may acquire any property in its own name.
- (13) Without prejudice to the generality of clause (12), the Association may, with the approval of the General Assembly, engage in commercial ventures.

### **Financial Year**

- 37.** The financial year of the Association, including its Branches, shall be a calendar year running from 1st January to 31st December.

### **Disposal of Assets**

- 38.** (1) Assets valued at less than Kenya Shillings 500,000 may be disposed of with the approval of the Trustees.
- (2) Disposal of assets valued at more than Kenya Shillings 500,000 shall be undertaken with the approval of the Annual General Meeting.
- (3) In the event of disposal of any of the Association's assets, a letter of authority from the Trustees, along with supporting documentary evidence, shall be filed and retained for a minimum of four years.
- (4) Failure to comply with the requirements under clause (3) shall render the responsible office liable, and the Trustees may require the assets to be physically or otherwise replaced.

### **Revenue sharing**

- 39.** (1) The National Executive Council may provide funds to any Branch, but such funding shall not exceed 40% of the Branch's contribution toward that purpose.

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- (2) The Branch Executive Council may provide funds to the National Executive Council to support the Association's activities, but such funding shall not exceed 30% of the Branch's annual net income.
- (3) The National Executive Council shall retain 100% of each member registration fee and 60% of the retention fees, with the remaining 40% of the retention fees allocated to the respective Regional Branch.

### **Inspection of accounts and register of members**

- 40.** (1) The books of account and all related documents shall be available for inspection at the Association's registered office in Nairobi, by any officer or member upon giving at least seven days' written notice to the Association.
- (2) The register of members shall be available for inspection at the registered office of the Association in Nairobi by any officer or member of the Association, upon giving at least seven days' written notice to the Association.

### **Appointment of Auditor and Report**

- 41.** (1) An auditor shall be appointed annually at a General Assembly for the purposes of auditing the Association's books of accounts.
- (2) An auditor shall not be an employee or a member of the Association.
- (3) All accounts, records, and documents of the Association shall be made available for inspection by the auditor at any time.
- (4) The Honorary Treasurer of the Council, along with all Branch Treasurers, shall submit to the auditor, a detailed account of all their respective receipts and payments, as well as statement of assets and liabilities, no later than 31<sup>st</sup> January each year.
- (5) The auditor shall review the annual accounts and statements and either—
  - (a) confirm that they are accurate, properly documented, and compliant with the applicable laws; or
  - (b) report to the Association, any discrepancies, including where they are found to be inaccurate, improperly documented or not in accordance with the legal requirements.
- (6) The auditor shall provide the audited accounts to the Honorary Treasurer and each of the Branch Treasurer by 28<sup>th</sup> February each year.
- (7) A copy of the auditor's report along with the audited accounts and financial statements, shall be distributed to all members at the same time as the notice convening the Annual General Meeting.

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- (8) The auditor may be paid an honorarium for service rendered, as proposed by the National Executive Council and approved by the General Assembly at which the auditor is appointed.
- (9) A consolidated set of audited accounts, including those of Branches, shall be presented annually at the General Assembly.

### **PART VI—TRUSTEES**

#### **Trustees**

- 42.** (1) There shall be three Trustees of the Association who —
- (a) are at least sixty years of age;
  - (b) possess high integrity; and
  - (c) have been active members of the Association.
- (2) The procedure of appointing the Trustees shall be as follows—
- (a) the Honorary Secretary shall circulate a nomination form, prescribed by the National Executive Council and approved at a General Assembly, to ordinary members at least ninety days prior to the General Assembly, inviting proposals for potential members to serve as Trustees;
  - (b) members of the Association shall have fifteen days from the day of the notice under paragraph (a), to submit their nominations to the Honorary Secretary; and
  - (c) the National Executive Council shall conduct due diligence on all the persons nominated and consider three names for presentation to the General Assembly for ratification.
- (3) A trustee shall hold office for a term of three years renewable once.
- (4) Trustees shall hold the assets of a Branch in trust as property of the Association.

#### **Functions of the Trustees**

- 43.** The Trustees shall—
- (1) Hold in trust, in their names and on behalf of the Association, all immovable property, investments, and securities acquired by the Association, and cause to be maintained accurate records and accounts of the same.
  - (2) Remit to the Honorary Treasurer, within fourteen (14) days of receipt, all income derived from property, investments, or securities held in trust.
  - (3) Submit to the General Assembly, once every calendar year, a written report detailing the nature, condition, and value of all property held in trust; all transactions affecting such property; income generated therefrom; and non-binding recommendations on asset maintenance, disposal, investment, and long-term financial sustainability.
  - (4) Offer advisory opinions to the National Executive Council and General Assembly on matters on which their advice is sought.

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## Meetings of the Trustees

- 44.** (1) Within forty-five days after the date of the election the first Trustees, the National Executive Council shall convene an inaugural meeting of Trustees that shall be attended by the President.
- (2) The primary agenda of the first meeting shall be to elect the Chairperson of Trustees.
- (3) The election under clause (2) shall be overseen by the President of the Association.
- (4) Trustees shall meet, physically or virtually, at least twice a year or as the need arises.
- (5) A quorum for any meeting shall consist of all the three trustees.
- (6) Meetings shall be convened by the Chairperson of Trustees or The National Executive Council requesting the Trustees to meet on a specific matter.
- (7) Notice of a meeting shall be given to all Trustees at least seven days before the meeting, except in cases of urgency where forty-eight hours' notice shall suffice.
- (8) All meetings shall be chaired by the Chairperson.
- (9) Decisions may be made by consensus or majority vote.
- (10) The Chairperson of the Trustees, or a delegated Trustee, shall present an annual report to the General Assembly, either in person or virtually.

## Vacation from Office

- 45.** Trustee shall vacate office upon—
- (a) the expiry of his term;
  - (b) death;
  - (c) resignation by written notice to the Chairperson of Trustees or, in the case of the Chairperson, to the President;
  - (d) removal by resolution of two-thirds majority of members present and voting at a General Assembly on grounds of incompetence, misconduct, or conduct bringing the profession into disrepute; or
  - (e) ceasing to be a member of the Association.

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## Filling of Vacancies

**46.** Where a vacancy occurs among the Trustees—

- (1) If one vacancy occurs, the remaining Trustees shall continue to function, and the vacancy shall be filled at the next General Assembly following the procedure in clause (2); and
- (2) If two or more vacancies occur simultaneously or in quick succession, the National Executive Council shall, within thirty days, convene a Special General Meeting to elect replacement Trustees for the remainder of the term.

## PART VII—MISCELLANEOUS PROVISIONS

### Regulations

- 47.** (1) Within twelve months of commencement, the National Executive Council shall appoint an *ad hoc* committee to review and develop Regulations for effective implementation of this Constitution.
- (2) The Regulations under paragraph (1) shall be developed covering:
- (a) Electoral processes and campaign conduct;
  - (b) Elections Appeal Committee
  - (c) Financial management and procurement;
  - (d) Membership admission and discipline;
  - (e) Branch operations and reporting;
  - (f) Trustees;
  - (g) Conflict resolution;
  - (h) Meetings and rules of order;
  - (i) Disciplinary Committee;
  - (j) Nomination of members of the Association to International Veterinary Associations to which the Association is affiliated; and
  - (k) any other aspect for the effective implementation of the constitution.
- (4) All prescribed forms in this constitution shall be developed by the *ad hoc* Committee on behalf of the National Executive Council and shall become operational after approval by the General Assembly.
- (5) The Regulations developed pursuant to clause (1) shall come into force upon being approved by a simple majority at a General Assembly.
- (6) The National Executive Council may, from time to time—
- (a) propose amendments to the Regulations to address emerging needs or correct deficiencies;

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(b) develop additional Regulations on specific matters as necessary; and

(c) issue interim operational guidelines pending approval of formal Regulations by the General Assembly, provided such guidelines are consistent with this Constitution and do not exceed a validity period of six (6) months.

(7) All Regulations and amendments thereto shall be consistent with this Constitution, and in case of any conflict, the Constitution shall prevail.

(8) The National Executive Council shall maintain an up-to-date compilation of all Regulations, which shall be made available to members upon request and published on the Association's website.

### **Amendment of this Constitution**

**48.** (1) A quorum to amend the Constitution shall consist of at least twenty-five percent (25%) of the Association's total membership.

(2) This Constitution may be amended by at least two-thirds of eligible members of the Association present, voting in favour, at a General Assembly.

(3) A proposal to amend the Constitution shall be circulated to the members together with the agenda prior to the General Meeting.

(4) Voting by proxy shall not be permitted.

(5) An amendment to this Constitution shall come into force only upon approval by the Registrar of Societies.

### **Commencement**

**49.** (1) This Constitution shall come into force upon its ratification by the members at a General Assembly and on the date of approval by the Registrar of Societies.

(2) The date of approval by the Registrar of Societies shall be deemed to be the commencement date of this Constitution or any amendment thereto for all purposes, notwithstanding the date of ratification by the General Assembly.

### **Transitional Clauses**

**50.** (1) All elected national and branch leaders of the Association shall remain in office for the remainder of their term and until the newly elected officials are inaugurated in accordance with this Constitution.

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- (2) A person who, before the commencement of this Constitution, was eligible to serve a further term shall be eligible, under this Constitution, to contest for the maximum terms permitted.
- (3) A person who served as Chairman for two terms under the current (2014) and previous Kenya Veterinary Association Constitutions shall not be eligible to contest for the position of President under this Constitution.
- (4) Any person who served two terms in the position of Chairman or any other position on the National Executive Committee under the current (2014) and previous Kenya Veterinary Association Constitutions, and whose term ended before the commencement of this Constitution, shall not be eligible to contest under this Constitution.
- (5) A person who served part of a term due to succession or casual vacancy shall not have that partial term counted toward the two-term limit if the partial term was less than half of the full term.
- (6) All existing Branches shall, upon the commencement of this Constitution, remain in force unless deregistered or dissolved.
- (7) Without prejudice to the generality of clause (6), all Branches shall realign their operations, structures, and constitutions to conform with this Constitution within two years of the commencement of the Constitution.
- (8) The National Executive Council shall provide guidance, templates, and support to Branches to facilitate smooth realignment.
- (9) Branches that fail to realign within the two-year period pursuant to clause 50 (7) shall have their operations suspended until realignment is achieved.
- (10) The National Executive Council shall provide quarterly progress reports to the General Assembly on Branch realignment status.
- (11) Notwithstanding any other provision in this Constitution, the National Elections to be held at the Annual General Meeting in April 2026 shall be conducted in accordance with Transitional Electoral Regulations to be developed by the National Executive Committee in office immediately before the commencement of this Constitution, provided the general assembly approves the regulations.
- (12) The Transitional Electoral Regulations under clause (11) shall—
  - (a) be developed within ninety (90) days of commencement of this Constitution;
  - (b) be presented to and approved by a Special General Meeting;
  - (c) be consistent with the fundamental principles and objectives of this Constitution;
  - (d) ensure free, fair, transparent, verifiable, and credible elections; and

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- (e) address any practical challenges arising from the transition between constitutional regimes.
- (13) The Transitional Electoral Regulations under clause (11) shall address the electoral timeline, composition, and functions of the Interim Electoral Committee, voter and candidate eligibility criteria, the voting mechanism, results management, and appeals process, and any other matter necessary to ensure the conduct of fair, transparent, verifiable, and credible April 2026 Elections.
- (14) The persons elected in April 2026 shall serve a full term as provided in Article 17(4), and all subsequent elections shall be conducted in accordance with Articles 22, 23, 24 and 25 of this Constitution without any transitional modifications.
- (15) The Transitional Electoral Regulations shall cease to have effect upon the conclusion of the appeal process, if any, arising from the April 2026 elections, and in any event not later than 30th June 2026, whichever occurs first, and shall have no application to any subsequent elections.
- (16) The first Trustees under this Constitution shall be appointed at the Annual General Meeting in April 2026 or at a Special General Meeting convened for that purpose, whichever occurs first, following the procedure set out in Article 42.
- (17) Any contracts, agreements, or legal proceedings to which the Association is a party shall remain valid and enforceable notwithstanding the commencement of this Constitution or the change in the Association's name.
- (18) All references in any document, agreement, or legal instrument to the “Kenya Veterinary Association” or the “Kenya Veterinary Association Constitution 2014” shall be deemed to refer to the “Kenya Veterinary Association” and this Constitution, respectively, unless the context requires otherwise.
- (19) All financial obligations, assets, liabilities, contracts, and commitments of the Association existing at the commencement of this Constitution shall remain valid and binding.
- (20) The revenue sharing formula under Article 39 shall apply to all retention fees collected on or after 1st January 2026, and any arrears collected thereafter.
- (21) The transitional period shall be deemed to end on 30th April 2028, by which time all provisions of this Constitution shall be fully implemented, all required appointments made, all Regulations developed and approved, and all Branches realigned.
- (22) The National Executive Council elected in April 2026 shall, within six months of taking office, appoint the first Disciplinary Committee under Article 9.
- (23) The first Summit under Article 16 shall be constituted within ninety days of the commencement of this Constitution, comprising the National Executive Council in office and Branch Chairpersons serving at that time, notwithstanding that branches may not yet be realigned.

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## **Revocation**

- 51.** The Constitution of the Kenya Veterinary Association, 2014, shall, upon the commencement of this Constitution, stand revoked.