

# **CONSTITUTION AND RULES**

## **SOCIETY OF CROP AGRIBUSINESS ADVISORS**

### **OF KENYA**

#### **1. NAME**

The name of the Society shall be Society of Crop Agribusiness Advisors of Kenya this constitution referred to as “the society”)

#### **2. OBJECTS**

- a) To unite co-ordinate, and represent crop and agribusiness advisors throughout the country.
- b) To give farmers a one stop shop for information and best practice in production, markets, inputs among others.
- c) To act as the voice of Competent Crop and Agribusiness Advisors in Kenya.
- d) To create a pool of experts of professionals by location and area of expertise
- e) To promote the practice of Crop Science, Crop Protection, Horticulture, Floriculture and Agronomy and their academic excellence and professional ethics.
- f) To contribute to curriculum development in Universities and other Agricultural Colleges
- g) To contribute to policy development at County and National level.
- h) To encourage social and economic development of the rural sector and represent agrarian rights in national and International forums and before the Government of Kenya.
- i) To link and network stakeholders in Agronomy, Crop Science, Crop Protection. Floriculture and Horticulture within Kenya.
- j) To collaborate with existing institutions in research, policy among others and to facilitate graduate attachments and internship programs.
- k) To expose and encourage continuous training opportunities in Agronomy, Crop Protection, Crop Science for members.
- l) Facilitate internships and attachments for Agricultural students and graduates.
- m) A non-political and non-profit making organization.
- n) Invest in income generating projects for members

#### **3. MEMBERSHIP**

- a. Any **PERSON** with a background in agronomy and agriculture/agribusiness related fields shall be eligible for membership of the society and shall, subject to the approval of the committee, become a member upon payments of one-off non-refundable registration fee of Kshs. 2000/=
- b. Every member shall pay a non-refundable annual subscription of **Kshs. 5000/=**
- c. Associate membership may be granted to other association/societies with similar objectives provided that they produce copies of their by-laws which shall be approved by the general

committee. Associate membership is on annual basis subject to approval of the committee and payment of prescribed non-refundable annual fee of Kshs 50,000

- d. New graduates in the field of Agriculture and other related fields will be eligible for graduate membership upon payment of registration fee of Kshs.2000/= and annual subscription of Kshs. 2000/= for the first three years of graduation. After the three year period terms of membership as outlined in clause 3a apply.
- e. The Society will have in place a society's code of ethics as well as the professional code of ethics, to which all registered members **MUST** adhere to for continued membership.
- f. Any member may be expelled from membership if the executive committee so recommends and if a general meeting of the society shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the society, or that he has contravened any of the provisions of the constitution of the society. The executive committee shall have power to suspend a member from his membership until the next general meeting of the society following such suspension but notwithstanding such suspension. A member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion shall be considered.
- g. Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time.
- h. Any member who falls into arrears with his yearly subscription for more than one year shall automatically cease to be a member of the society and his name shall be struck off the registration of members. The executive committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.

#### **4. OFFICE BEARERS**

- I. National Chairman
- II. Vice Chairman
- III. Secretary
- IV. Assistant Secretary
- V. Treasurer
- VI. Assistant Treasurer
- VII. Ladies Representative

All of whom shall be fully paid-up members of the society and shall be elected at the **annual general meeting to hold the office for three (3) years for a maximum of two (2) terms** (see also rule 6(b) below).

- a) All office bearers hold office from the date of election until the succeeding annual general meeting subject to the conditions contained in sub-paragraphs ... (c) ... of this rule but shall be eligible for re-election.

- b) Any office bearer who ceases to be a member of the society shall automatically cease to be an office bearer thereof.
- c) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule 3f and vacancies thus created shall be filled by persons elected at the general meetings resolving the expulsion.

**5. DUTIES OF OFFICE BEARERS;**

**A. CHAIRMAN:-**

The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings.. The Chairman shall be the spokesperson for the society.

**B. VICE CHAIRMAN**

The vice-chairman shall perform any duties of the chairman in his absence.

**C. SECRETARY**

The secretary shall deal with all the correspondence of the society under the general supervision of the committee. In case of urgent matters where the committee cannot be consulted, he shall consult the chairman or if he is not available, the vice-chairman. The decision reached shall be subject to ratification or otherwise at the next committee meeting. He shall be responsible for keeping minutes of all such meeting and for the preservation of all records of proceedings of the society and of the committee.

**D. ASSISTANT SECRETARY**

In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the secretary and such other duties as shall be assigned to him by the secretary or committees whether the secretary is present or not.

**E. TREASURER**

The treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the society and shall issue receipt for all moneys to the committee and to the members that proper books of account of all money's received and paid by the society are written up, preserved and available for inspection.

**F. ASSISTANT TREASURER**

The Assistant Treasurer shall perform such duties as may be specifically assigned to him by the treasurer or by the committee and in the absence of the treasurer shall perform the duties of the treasurer.

**6 THE GENERAL COMMITTEE**

- The general committee shall consist of all the seven office bearers of the society and seven other elected members elected at the annual general meeting; such committee members shall hold office until the following annual meeting. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months. –
- The committee shall be responsible for the daily running of the society.
- The committee shall appoint a CEO to run the secretariat of the society
- The committee shall be meeting at such a time and place it shall resolve but shall meet not less than once in every 3 months.
- The committee shall in all its activities observe the Societies Act and the rules.
- The committee shall work on all its applications for membership.
- The committee shall ensure that true and accurate records of accounts are kept.
- The committee shall fill all the vacancies occurring in the executive pending the AGM.
- The committee shall perform such other duties as the members may from time to time direct.
- Any casual vacancies for members of the committee caused by death or resignation shall be filled by the committee until the next annual general meeting of the society. Vacancies caused by members of the committee removed from office will be dealt with as shown in rule 4(c).

## 7. DUTIES OF THE COMMITTEE:

- a) The committee shall be responsible for the management of the society and for the purpose may give directions to the bearers as to the manner in which, within the law, they shall perform their duties. The committee shall have power to appoint such sub-committees as it may deem desirable to make reports to the committee upon which such action shall be taken as seems to the committee desirable.
- b) All moneys disbursed on behalf of the society shall be authorized by the committee expected as specified in rule 12 (d).
- c) The quorum for meetings of the committee shall be not less than 8 members.

## 8. GENERAL MEETINGS

(a) There shall be two classes of General Meetings; - Annual General Meetings and Special General Meetings.

(b) (1) the annual general meeting shall be held not later than **31st March after the end of the financial year**. Notice in writing of such annual General meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and, where practicable, by Press advertisement not less than 14days before the date of the meeting.

(2) The Agenda for any annual general meeting shall consist of the following:

- (1) Confirmation of the minutes of the previous annual general meeting.

- (2) Consideration of the accounts
- (3) Election of office bearers and the committee members (trustees where necessary in accordance with rule 10 (c).
- (4) Appointment of auditors in accordance with rule 11 (a)
- (5) Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the Secretary at least four weeks before the date of the meeting.
- (6) Any other business with the approval of the chairman.

**(c) A special general meeting:**

- (i) A special general meeting may be called for any special purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting.
- (ii) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than 1/3 members and such meeting shall be held within 21 days of the date of the requisition. The notice for such a meeting shall be as shown in rule 8 (c) and no matter shall be discussed other than that stated in the requisition.
- (e) Quorum for general meetings shall be not less than 60% of the registered members of the society.

## **9. PROCEDURE AT MEETINGS**

- (a) At all meetings of the society the chairman, or in his absence, the Vice- Chairman, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- (b) The Chairman may at his discretion limit the number of persons permitted to speak in favor of and against any motion.
- (c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second or casting vote.

## **10. TRUSTEES**

(a) All land, building and other immovable property and all investments and securities which shall be acquired by the society shall be vested in the names of not less than 3 trustees who shall be members of the society 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 for a maximum of two terms. 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.

(b) 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 in necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks fit.

## **11. AUDITOR**

- (a) An auditor shall be appointed for the following year by the annual general

Meeting. All society'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 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 society in what they are found to be incorrect, unvouched or not in accordance with the law.

(b) 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.

(c) No auditor shall be an office bearer or a member of the committee of the society.

## **12. FUNDS**

(a) The funds of the society may only be used for the following purposes -  
- To fulfill the objectives of the Constitution

(b) All moneys and funds shall be received by and paid to the treasurer and shall be deposited by him in the name of the society in any bank or banks approved by the committee.

(c) No payments shall be made out of the bank account without a resolution of the committee authorizing such payments and all cheques on such bank account shall be signed by the Treasurer or the Assistant treasurer and two other office bearers of the society who shall be appointed by the committee.

(d) A sum of **kshs.50, 000** may be kept by the treasurer for petty disbursements of which proper account shall be kept.

(e) The committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the society and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.

(f) The financial year of the society shall be from 1<sup>st</sup> January to **31st December** of the following year.

## **13. AMENDMENTS TO THE CONSTITUTION**

Amendments to the constitution of the society must be approved by at least  $\frac{2}{3}$  majority of members at a general meeting of the society. **They cannot however, be implemented without the prior consent in writing of the Registrar, obtained upon** application to him made in writing and signed by the Chairman and two other office bearers.

#### 14. DISSOLUTION

- (a) The society shall not be dissolved except by a resolution passed at a general meeting of members by a vote of  $\frac{2}{3}$  of the members present. The quorum at the meeting shall be shown in rule 8e. If quorum is obtained, the proposal to dissolve the society shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the society at least 14 days before the date of the meeting. The quorum, for this second meeting shall be the number of members present.
- (b) Provided, however, that no dissolution shall be affected without prior permission in writing of the registrar, obtained upon application to him made in writing and signed by three of the office bearers.
- (c) When the **dissolution of the society has been approved by the Registrar**, no further action shall be taken by the committee or any office bearer of the society other than to get in and liquidate for cash all the assets of the society, in such other manner as may be resolved by the meeting at which the resolution by the meeting at which the resolution for dissolution is passed.

#### 15. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of accounts and all documents relating thereto and a list of the members of the society shall be available for inspection at the registered office of the society by any officer or member of the society on giving not less than 7 days' notice in writing to the society.