



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 (referred to in this constitution as “the Society”)

2. OBJECTIVES

The Society is a non-political and non-profit making organization that exists to

- a. Unite, co-ordinate, and represent Agricultural Crop and Agribusiness advisors throughout the country.
- b. Give farmers a one stop shop for information and best practice in production, markets, and inputs among others.
- c. Act as the voice of Competent Agricultural Crop and Agribusiness Advisors in Kenya.
- d. Create a pool of experts of professionals by location and area of expertise
- e. Promote the study and practice of Agriculture and Agribusiness and their academic excellence and professional ethics.
- f. Contribute to curriculum development in Universities and other Agricultural Colleges.
- g. Contribute to policy development at County and National level.
- h. 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. Link and network stakeholders in Agriculture and Agribusiness within Kenya and beyond.
- j. Collaborate with existing institutions in research, policy among others and to facilitate undergraduate attachment and graduate internship programs.
- k. Expose and encourage continuous training opportunities in Agriculture and Agribusiness for members.
- l. Facilitate internships and attachments for Agricultural and agribusiness students and graduates.
- m. Invest in income generating projects for members

3. MEMBERSHIP

- a. A **person or organization** with a background in agricultural or agribusiness related fields shall be eligible for membership of the Society upon application and shall, subject to the approval of the Board. A waiting period of up to one month from registration shall apply.
- b. Every member shall pay applicable registration and annual subscription fee that is non-refundable as per the class of membership subscribed for.

- c. Classes of membership and annual subscription fees may be adjusted at Annual General Meetings or Special General Meetings of the Society upon recommendation of the Board.
- i. Full member – Agribusiness professional having completed undergraduate studies and having minimum three (3) years’ experience.
 - ii. Graduate member – Graduates up until 3 years after graduation from undergraduate (Bachelors qualification) school with qualification relevant for membership. Diploma or Certificate holders qualify for full membership if having five (5) or eight (8) years’ experience respectively or after graduation from undergraduate school
 - iii. Student member – Student currently undertaking studies in a relevant agribusiness field of training at Bachelors, Diploma or Certificate level.
 - iv. Corporate member - Corporate organizations and bodies of a commercial nature upon application.
 - v. Associate member – Granted to specific Society’s/Business Member Organizations on reciprocal basis subject to approval of the Board.
- d. Registration and Annual subscription fees for the various classes of membership and any adjustments to the same will be indicated on the Society’s by-laws and website subject to revisions as per Rule 3c.

Membership category	Registration Fee	Annual Subscription Fees
Full	2,500	5,000
Graduate	1,500	2,500
Student	1,000	1,500
Corporate	50,000	20,000
Associate	n/a	n/a

- e. Any member who falls into arrears on annual subscription for more than three months from time of renewal shall automatically be suspended from membership. A member suspended under Rule 3e shall not count in quorum considerations. However, upon payment of arrears such members shall be reinstated to applicable membership class after a two month waiting period from date of payment.
- f. Any member who falls into arrears on annual subscription for more than one year shall automatically cease to be a member of the Society and their name shall be struck off the registration of members.
- g. The Society will have in place a code of conduct, to which all registered members must adhere to for continued membership.
- h. Any member may be expelled from membership if the Board 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 or her conduct has adversely affected the reputation or dignity of the Society, or that he or she has contravened any of the provisions of the constitution of the Society. The Board shall have power to suspend a member from membership until the next general meeting of the Society following such suspension. Notwithstanding a member whose expulsion is proposed shall have the right to address the Board at sitting where the expulsion shall be considered.
- i. Any member who resigns or is removed from membership shall not be entitled to a refund of subscription or any part thereof of any money contributed by him or her at any time.
- j. Only full (individual members are eligible to vote in AGMs and SGMs.

4. OFFICE BEARERS

The responsibility of leadership and management of the society shall be vested in the Board and coordinated through a Secretariat.

4.1 BOARD

- a. Composition

- i. The Board shall consist of 9 members. Of these seven (7) shall be Full members elected at the annual general meeting to the positions of Chair, Vice Chair, Treasurer and Board Members. An additional two (2) members shall be co-opted to the board upon commencement of office. Such Board members shall hold office until the following annual meeting.
- ii. The office bearers shall be the Chairman, Vice Chairman and Treasurer.
- iii. The quorum for Board meetings shall be five members.
- iv. The Board may appoint general committees and special committees, which may be constituted by board members and having the provision to co-opt other persons having special knowledge, to consider any specific matter and to report back to the Board any action taken in accordance with the terms of reference of such committees.
- v. The seat of a Board member shall fall vacant when the holder:
 1. dies;
 2. is discharged from office by resolution of the Board;
 3. tenders her or his written resignation to the Board;
 4. without good cause fails to attend three (3) consecutive meetings of the Board and the Board resolves that she or he be removed for this reason;
 5. is reasonably determined by the Board to be suffering from lack of mental capacity/ prolonged illness and to be incapable of acting, and the Board resolves that she or he be removed from office;
 6. has been adjudged bankrupt by a competent court of law;
 7. becomes a member of staff of the Society secretariat
 8. is removed from office in the same way as it is laid down for expulsion of members in Rule3 (h)
- vi. In the event of vacancy of a seat of a board member the Board shall have the discretion to fill the vacancy until the next annual meeting.

b. Duties of the Board

- i. The Board shall be responsible for Strategic Leadership of the Society and may for the purpose give directions to office bearers and other officials as to the manner in which within the Constitution and Rules of the Society, they shall perform their duties.
- ii. The Board shall carry out the powers on behalf of the Society and shall manage the affairs of the Society in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the Society.
- iii. The Board shall work through the secretariat to implement board resolutions
- iv. The Board shall receive and consider suggestions or complaints from any member concerning the affairs of the Society.
- v. The Board shall have power to use and apply existing funds of the Society for such objects and purposes of the Society as it shall determine from time to time.
- vi. The Board may appoint a Honorary Patron to represent the Society in accordance with Rule 8.
- vii. The Board may appoint members of the Society or others to represent the Society in other organizations as long as the appointment is ethical and devoid of conflict of interest.
- viii. The Board shall keep all members informed of all matters of interest to the Society arising at the Board meetings through the Secretariat.
- ix. The Board shall enforce the Code of Conduct and discipline members.
- x. The Board shall safeguard, promote and enhance the assets, facilities and resources of the Society and look for opportunities for development.
- xi. The Board shall form Boards and task-forces as and when it is necessary for proper functioning of the Society.
- xii. The Board shall appoint, direct and appraise the performance of the Chief Executive Officer of the Society.

c. Duties of Office bearers

i. The Chair

1. The Chair shall preside over all Board Meetings and at all general meetings unless prevented by illness or any other sufficient cause.
2. The Chair will have a casting vote at board meetings

ii. The Vice Chairman

1. The Vice Chair shall perform any duties of the Chair in his/her absence

iii. The Treasurer

1. The Treasurer shall, through the Chief Executive Officer, receive and also disburse under the direction of the Board all monies belonging to the Society.
2. The Treasurer shall be responsible to the Board for ensuring that proper books of accounts are written up, preserved and available for inspection.

d. Election of the Board of Management

- i. There shall be 7 elected members and 2 nominated members of the Board
- ii. The 7 elected members will comprise full members of the Society who shall have been members for a period not less than three (3) years and whose subscriptions are up to date.
- iii. The 2 nominated members will comprise full members or representatives of corporate members of the Society who shall have been members for a period of not less than two (2) years and whose subscriptions are up to date.
- iv. The Board composition shall take into account provisions of gender representation and expertise.
- v. The Board shall have the power to co-opt other persons into the Board based on criteria that will be determined by the Board on need basis.
- vi. The term of office of the Board shall be three (3) years.
- vii. No Board member shall occupy the office for more than six (6) years in succession.
- viii. Election of the Board and office bearers shall be by secret ballot and carried out in accordance with the election procedure in Rule 4d(xii).
- ix. Prior to casting of ballots, the nominees shall first be proposed and seconded to serve the office for which they are nominated.
- x. In the event of a tie in votes; a second chance to vote will be given. If there is still a tie, a toss of a coin shall be used to determine the winner.
- xi. The Chief Executive Officer (CEO) of the Society shall be the Returning Officer
- xii. Election procedure
 1. The CEO, being Secretary to the Board shall, before the Annual General Meeting, receive signed and stamped nomination forms, which shall indicate the nominee, proposer and seconder. Nominees must be proposed by fully subscribed members using the prescribed nomination forms, signed and submitted to the Secretary.
 2. Nomination papers shall be received by the Secretary not later than 24 days before the date of the Annual General Meeting and the proposer and seconder shall have previously obtained the consent of the nominated individual to serve the office for which he is nominated.
 3. Names of the nominees shall be circulated to the full members of the Society at the same time as the notice convening the Annual General Meeting.
 4. No two individuals representing the same organization shall be nominated to the Board at the same time.
 5. No person who has been convicted of a crime shall be eligible to be nominated or elected.

6. All forms for the election process which include the nomination and proxy forms must be signed by the CEO or member of the Board of Directors or chairs of affiliate member organizations.

4.2 SECRETARIAT

There shall be a Secretariat headed by the Chief Executive Officer and a team of staff employed on a competitive recruitment basis or serving in short-term, voluntary/internship basis

- a. Appointment of the Chief Executive Officer
 - i. The Chief Executive Officer shall be appointed by the Board and shall hold office for such terms, and subject to such conditions as the Board shall determine.
 - ii. The term of office of Chief Executive Officer shall be a three (3) years contract that is renewable on mutual understanding with the Board.
- b. Duties of the Chief Executive Officer
 - i. The Chief Executive Officer shall be the principal officer of the Society and shall act as its Secretary.
 - ii. The Chief Executive Officer shall have overall responsibility for planning, integrating, implementing and reporting on the strategic direction of the Society.
 - iii. In particular the Chief Executive Officer shall:-
 1. Be responsible for all correspondence of the Society under the Supervision of the Board.
 2. Be responsible for third party engagement on behalf of the Society
 3. Call General Meetings of the Society in consultation with the Chair, or if not available, the Vice-Chair.
 1. In urgent matters where the Board cannot be convened for consultation, the CEO shall consult with the Chair or if not available, with the Vice-Chair. The decisions reached shall be subject to ratification or otherwise at the next Board meeting.
 4. Issue notice convening all meetings of the Society and shall be responsible for keeping minutes of all such meetings for the preservation of all records of proceedings of the Society.
 5. Assist the Treasurer in the maintenance of proper books of accounts and in normal financial transactions of the Society.
 6. Advise the Board on all matters of interest to the Society.
 7. Keep all members informed of all matters of interest to the Society.
 8. Be the Returning Officer in all the elections of the Society.
 9. Ensure the smooth operations of the Secretariat including and not limited to overseeing the recruitment of competent staff, operations and external engagements as dictated by the board.

5. GENERAL MEETINGS

- a. There shall be two classes of General Meetings; - Annual General Meetings and Special General Meetings.
- b. The annual general meeting shall be held not later than **30th 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 or electronic advertisement not less than 14 days before the date of the meeting. Such Notice shall indicate whether the General Meeting will be held via Physical, Virtual or Hybrid format.

- i. Members shall confirm their attendance by means of notification to the Secretary within 7 days of receipt of notice
 - ii. Members may appoint proxies to act on their behalf at AGMs and shall indicate so by way of response to the notice.
- c. The Agenda for any annual general meeting shall consist of the following:
 - i. Confirmation of the minutes of the previous annual general meeting.
 - ii. Consideration of the accounts
 - iii. Election of Board members and trustees where necessary in accordance with rule 4 (d).
 - iv. Appointment of auditors in accordance with rule 9 (a)
 - v. Such other matters as the Board 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.
 - vi. Any other business with the approval of the chairman.
- d. A special general meeting
 - i. A special general meeting may be called for any special purpose by the Board. 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 6 (d) and no matter shall be discussed other than that stated in the requisition.
- e. Quorum for general meetings shall be not less than 2/3rd of the registered members of the Society including proxies.

6. 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 or electronic balloting methods. In the case of equality of votes, the Chairman shall have a second or casting vote.

7. 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 recommended by the Board and ratified at an annual general meeting for a period of three years. Upon retirement such trustees shall be eligible for re-election for a maximum of two terms.
- 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 is necessary or desirable shall be reported by the trustees to the Board which shall authorize expenditure of such monies as it thinks fit.

8. PATRONS

- a. The Board at its discretion may appoint to the position of Honorary Patron a former Chair of the Society or an Elder Statesman with Public or Private Sector background provided that such a person is not an office bearer, trustee or official of the Society.

- b. The Honorary Patron shall be an advisor to the Board; a representative of the Society at ceremonial events, and an ambassador for the Society and agribusiness advisors in general.
- c. The role is strictly non-political and on all political matters, the Honorary Patron must defer to the wishes and views of the Board of the Society. In particular the Honorary Patron should do all within his/her abilities to promote the Society.
- d. After one year of service the Honorary Patron shall become Honorary Life Patron but without the duties of Honorary Patron listed above.

9. AUDITOR

- a. An auditor shall be appointed for the following year by the annual general meeting provided that such auditor meets certified auditor requirements and shall not be an office bearer or a member of the Board of the Society. Such an appointment shall be for a period of three (3) years and is not renewable in consecutive years.
- b. 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.
- c. 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.

10. FUNDS

- a. The funds of the Society may only be used to fulfill the objectives of the Society
- b. All monies 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 Board.
- c. No payments shall be made out of the bank account without a resolution of the Board authorizing such payments and all cheques on such bank account shall be signed by the Treasurer and other office bearers of the Society who shall be appointed by the Board.
- 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 Board 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 **1st January to 31st December**.

11. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

- a. 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.

12. AMENDMENTS TO THE CONSTITUTION

- a. 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.

13. 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 6 (e). 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 Board 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.