
THE CONSTITUTION

**THE KENYA SOCIETY FOR THE PROTECTION AND CARE OF ANIMALS
(KSPCA)**

First Draft 1920

Last Amendment April 2021

1. **NAME**

The name of the Society shall be "*The Kenya Society for the Protection and Care of Animals*" hereinafter referred to as the Society or KSPCA.

2. **HEADQUARTERS**

The headquarters of the Society along with its registered office shall be Number 384, Langata Road, Karen, Nairobi, in the Republic of Kenya, or such other premises as shall be approved by a special resolution of the Members.

3. **INTERPRETATION**

3.1 In this Constitution:

3.1.1 "**AGM**" means Annual General Meeting;

3.1.2 "**Animals**" means the mammals, birds and reptiles sheltered at the Society, that need protection; have been rescued, confiscated or surrendered by owners and that are awaiting treatment prior to return, adoption or release.

3.1.3 "**Bye-Laws**" means any bye-laws of the Society made by the Executive Committee;

3.1.4 "**Chairman**" means the chairman of the Executive Committee;

3.1.5 "**Committee**" means Executive Committee;

3.1.6 "**Society**" means The Kenya Society for the Protection and Care of Animals (KSPCA);

3.1.7 "**Executive Committee**" means the committee constituted and elected by the members at the Annual General Meeting;

3.1.8 "**General Meeting**" means any meeting of the Members for the time being;

3.1.9 "**Member**" means any person that has completed an application for membership and made the requisite payment and shall include "**Full Member**", "**Junior Member**", "**Nominated Member**", "**Corporate Member**", "**Family Member**" and "**Overseas Member**";

3.1.10 "**Rules**" shall mean the rules of the Society contained in this document, as varied from time to time;

3.1.11 "**Satellite Office**" shall mean an office that is part of the larger organization and is some distance away from the main office but is under the overall direction of the Executive Committee and the Executive Officer and Animal Welfare Officer.

3.1.12 "**Secretary**" means the secretary of the Society;

3.1.13 "**Trustees**" shall mean the trustees of the Society and shall hold immovable property on behalf of the Society; and

3.2. any word importing the masculine shall include the feminine.

4. OBJECTIVES

The objectives of the Society shall be:

- 4.1 to promote the welfare of animals, which includes their physical and mental state, and has been defined as the 'Five Freedoms':
 - 4.1.1 Freedom from hunger and thirst: by ready access to fresh water and a diet to maintain full health and vigour;
 - 4.1.2 Freedom from discomfort: by providing an appropriate environment including shelter and a comfortable resting area;
 - 4.1.3 Freedom from pain, injury and disease: by prevention or rapid diagnosis and treatment;
 - 4.1.4 Freedom to express normal behavior: by providing sufficient space, proper facilities and company of the animal's own kind; and
 - 4.1.5 Freedom from fear and distress: by ensuring conditions and treatment, which avoids mental suffering.
- 4.2 to prevent or reduce cruelty to Animals;
- 4.3 to care for and re-home to the best of the Society's ability, Animals rescued from cruelty to suitable homes; and
- 4.4 to do all such lawful acts as the Society may consider to be conducive or incidental to the attainment of those objects.

5. AIMS

The Society's primary aims divide into four main categories:

- 5.1 promote, foster and advocate for humane treatment of all Animals in all situations;
- 5.2 support and advise the Kenyan Government and county governments and their departments in any policy action, decision or endeavor which the Executive Committee considers to be in or towards the fulfilment of the Society's objects;
- 5.3 rescue Animals in danger of harm, re-integrating Animals rescued into suitable environments; and
- 5.4 affiliate, cooperate or join with any bodies, corporate or non-corporate, associations, societies or organizations wherever situated, whose objects and activities are similar or related to the objectives of the Society or any of them.

6. ACTIVITIES

The Society shall:

- 6.1 seek to engage Members in a variety of activities to help achieve the objectives within the limited resources of the Society at any point in time;

- 6.2 seek support from the public, donors, foundations, trusts and other organisations to help achieve its objectives;
- 6.3 seek to develop the abilities of all employees within the limited resources of the Society at any point in time; and
- 6.4 provide such social functions and engage in fund raising necessary or desirable to maintain and support the development of the Society in pursuit of its primary objectives.

7. **PROPERTY OF THE SOCIETY**

- 7.1 The immoveable property of the Society is vested in the name of The Kenya Society for the Protection and Care of Animals. Registered Trustees, a body corporate, incorporated under the Trustees (Perpetual Succession) Act, Cap. 164 of the Laws of Kenya, pursuant to title deed dated 25th October 1983 relating to Land Reference Number 9743/3 City of Nairobi and title deed dated 18th September 1998 relating to Land Reference Number Naivasha/Mwichiriruniri Block 5/22 (three point). The trustees of that trust hold all such immoveable property in trust for the Members of the Society generally.
- 7.2 All property, legacies and investments of the Society (except cash and consumable stores) shall be vested in the Trustees to be held by them as Custodian Trustees for and on behalf of the Members. No Member shall, by reason of their membership alone, acquire any assignable or transferable interest in the property of the Society.
- 7.3 The immoveable property of the Society shall be vested in the four (4) Trustees, who shall hold office, and possess the powers according to article 13 of this Constitution.

8. **MEMBERS**

- 8.1 Membership of the Society shall consist of the following categories:

8.1.1 **Full Members**

Any person who ordinarily resides in Kenya is admitted as a Full Member.

Such Full Member will enjoy full voting rights having been a member for more than 6 (six) months and subject to the provisions provided in article 9 of this Constitution.

8.1.2 **Junior Members**

- 8.1.2.1 Any person under the age of eighteen (18) years may take advantage of the reduced annual membership fee for juniors. Junior Members may not vote.

- 8.1.2.2 Junior membership ceases automatically on the attainment of eighteen (18) years of age but may be converted into Full Membership by payment of the difference in annual membership between junior membership and full membership.

8.1.3 **Nominated Members**

- 8.1.3.1 Any government body, donor or non-governmental organisation which makes an annual grant of funds to the Society of a sum not less than such amount as shall be decided from time to time by the Executive Committee, shall have the right to nominate a person to the membership of the Executive Committee, so long as such annual grant continues to be paid.

- 8.1.3.2 Such a nominated member shall not be entitled to vote at meetings of the Executive Committee or

at any General Meeting.

8.1.4 Corporate Members

8.1.4.1 Any firm, institution, association, body corporate or individual which supports the objects of the Society and is admitted as a Corporate Member. One nominated representative of the Corporate Member will enjoy full voting rights at the AGM subject to the provisions provided in article 9 of this Constitution.

8.1.5 Family Members

8.1.5.1 The members of a family admitted as Family Members. Each family shall be entitled to one (1) vote subject to the provisions provided in article 9 of this Constitution at the AGM, and General Meetings and shall notify the Secretary of the member of their family (being one of no less than eighteen (18) years of age) to exercise that vote.

8.1.6 Overseas Members

8.1.6.1 Any person who ordinarily resides outside Kenya, and who is admitted as an Overseas Member. Overseas members do not have voting rights.

8.2 The existing membership list includes life members and honorary life members who shall continue to be members of the Society until they are deceased or resign from membership of the Society, even though those classes of Members no longer exist. Honorary life members have no voting rights, life members have voting rights until they die or resign from membership of the Society.

8.3 Any Society member may, at any time, tender his or her resignation in writing addressed to the Secretary.

9. PRIVILEGES OF MEMBERSHIP:

9.1 A Full Member living in Kenya, a Family Member representative and therefore one vote per family (nominated by the family and identified to the Executive Committee), and a duly authorised representative of a Corporate Member who has paid the annual membership shall be entitled to attend the AGM and General Meetings of the Members of the Society and vote.

9.2 If Members are in a scheme of payment by instalments, their right to vote only commences when they have paid a full annual membership fee; and their current payments by instalments are up to date.

9.3 Those voting Members of the Society living outside a radius of one hundred kilometers (100 km) of Nairobi are entitled to vote for election of members to the Executive Committee by electronic means or by post, in such manner as shall be prescribed by the Executive Committee.

9.4 A Junior Member, Honorary members, other Family Members, other than the representative referred to above, and Overseas Members shall be entitled to attend the AGM and any General Meeting of the Members of the Society but shall not be entitled to vote;

9.5 Voting Members may participate in meetings to discuss and vote on the following issues:

9.5.1 Membership of the Executive Committee;

9.5.2 Changes to this Constitution;

9.5.3 Significant issues affecting the direction of the KSPCA; and

- 9.5.4 Proposed resolutions.
- 9.6 All Members, regardless of category shall receive regular paperless communications through email and social media / apps including electronic quarterly updates and invitations to events;
- 9.7 Members may request in writing for communication material to be sent out through the Kenyan postal system; KSPCA may charge an additional fee to cover the additional costs.
- 9.8 Membership cannot be transferred or transmitted to another person; and
- 9.9 Membership ceases if the Membership is in arrears.

10. APPLICATION FOR MEMBERSHIP

- 10.1 Any person or family or corporation wishing to become a Member shall complete and submit an official application form or complete the online form and shall, upon payment of the appropriate membership fee, become a Member of the Society, belonging to the category applied for.
- 10.2 The Executive Committee will determine membership fees for all membership categories and these fees will be freely available upon application or on the Society's website.
- 10.3 The Executive Committee may from time to time revise annual membership fees as and when they deem appropriate.
- 10.4 Change in annual membership fees will not affect payments made in advance and will come into effect at the time of a Member's renewal.
- 10.5 An application for membership must be accompanied by full remittance for the appropriate annual membership fee.
- 10.6 The Society may, subject to cost and staff resources, put in place a payment system which allows regular payments by instalments which add up to the total annual membership fee.
- 10.6.1 Any break in payments discontinues the membership, and when payment is restarted, it will be as if the Member had not paid any instalment prior to the discontinuation and shall be liable to pay the full membership fee for the year.
- 10.7 All annual membership fees shall be due for payment twelve (12) months from the date of receipt of the previous year's payment.
- 10.8 The Society will send out, by email or similar method, a reminder that the membership period is coming to an end, notifying the Member of the next year's membership fees and the date upon which payment should be received.
- 10.9 If payment is not received by the date mentioned, then membership shall cease.

11. REGISTER OF MEMBERS

- 11.1 The Secretary of the Society or such other officer or member of the staff of the Society shall from time to time directed by the Committee to maintain a Register of Members in such form permitted by law and shall enter therein all such particulars of Members as may be so required and keep such Register at all times up to date in every respect.
- 11.2 The list of member names may be made available during normal office hours for inspection by Members and such other persons as may be required or authorized by law so to do.

12. DONATIONS AND LEGACIES

- 12.1 The Executive Committee shall have the power to refuse any donation, legacy or subscription at any time if it is of the opinion that it would not be advisable to accept such a donation or subscription, taking into account the objects of the Society. The Committee shall be under no obligation to give a reason for such refusal.
- 12.2 All legacies bequeathed to the Society shall be received by the Treasurer on behalf of the Executive Committee and subject to any special trusts or conditions stipulated in the legacy.
- 12.3 The Treasurer shall immediately on receipt of funds inform the trustees of any legacies received.
- 12.3.1 The Executive Committee shall have the power to direct the use of the specific legacy mentioned in 12.1 above.
- 12.3.1.1 The Executive Committee shall seek to raise sufficient funds to cover the Society's annual operating costs;
- 12.3.2 The Executive Committee shall not use legacies to plug funding gaps unless the legacy has been left specifically for that purpose;
- 12.3.3 The Executive Committee will abide by any specific instructions stated within the legacy subject to those instructions being in KSPCA's best interests and feasible. Where a specific instruction is not feasible for a period of time, the Executive Committee will place the funds in an interest earning account until such time as the instructions can be carried out;
- 12.3.4 When there are insufficient funds available to pay the operating costs and legacy funds are required, the Executive Committee shall call a meeting of the Trustees and Members to discuss and seek their approval for use of the legacy;
- 12.3.5 Pursuant to article 12.2.2, if there is a failure to raise sufficient funds for operating expenses it shall be raised at the subsequent AGM or any other General Meeting called for that purpose;
- 12.3.6 All legacies bequeathed to the Society shall be received subject to any special trusts or conditions by which such legacy may be affected; and
- 12.3.7 The Executive Committee, with the approval of the Trustees, shall have the power to direct that any legacy or the income therefrom shall be paid to a particular satellite office of the Society.

13 TRUSTEES

- 13.1 Only Full Members shall be eligible for election as a Trustee.
- 13.2 In the event of death or retirement of either one or all the Trustees, any vacancy so caused shall be filled at the succeeding Annual General Meeting or any other General Meeting called for that purpose.
- 13.3 A Trustee shall have the right to retire at any time by giving notice in writing to the Executive Committee and all of the other Trustees, ceasing to be a Full Member of the Society shall, ipso facto, cease to be a Trustee.
- 13.3.1 A Trustee may be removed by a three-fourths affirmative vote of the General Meeting.
- 13.4 Both the Executive committee and the Trustees shall nominate one member each to stand for election in the vote for replacement of a Trustee at the Annual General Meeting or

General Meeting.

- 13.5 The appointment of every new Trustee shall be voted on by a majority of members at a General Meeting. Any appointment of a new Trustee shall be certified by the Ministry in writing under the hand(s) of the rest of the Trustee(s); and further, within one (1) month after the expiration of each period of five (5) years after the date of this certificate (or whenever required by the Minister) a return shall be made to the Minister by the Trustees of the names of the Trustees at the expiration of each such period with their residences and descriptions.
- 13.6. The other roles of the Trustees shall include:
- 13.6.1 review and approve any investment or development plans formulated by the Executive Committee;
- 13.6.2 sign all leases, agreements and any other documents which may from time to time be considered by the Executive Committee as necessary on behalf of the Society;
- 13.6.3 purchase immovable property with the funds of the Society and also to sell, mortgage, charge, lease, exchange or otherwise deal with or dispose of such property, subject always to such directions as may at any time be given to them by the Committee;
- 13.6.4 for disposal, removal, or change of use of any asset valued at more than United States Dollars fifty thousand (USD 50,000), the Executive Committee should seek the consent of both the Trustees and the Members; and
- 13.6.5 Approve the investment of any money received by the trust and transpose the investments from time to time as if they were the absolute owners thereof.
- 13.6.5.1 Any approval by the Trustees of funds for investment shall be done based on recommendations by the Executive Committee from advice received from independent transactional advisors procured by the Executive Committee.
- 13.6.5.2 Procurement of independent transactional advisors shall be done in compliance with the Society's Bye Laws.
- 13.7 The signature of any three (3) Trustees shall be required for all acts or deeds required to be done or signed by the Trustees in that capacity.
- 13.8 Trustees may not be an Executive Committee member.

14. CESSATION OF MEMBERSHIP

- 14.1 If any Member:
- 14.1.1 is convicted on indictment of any criminal offence (other than for a road traffic offence not punishable by imprisonment); or
- 14.1.2 is adjudged a bankrupt; or
- 14.1.3 makes any composition with his creditors under the provisions of any statute; or
- 14.1.4 has a trustee appointed for the benefit of his creditors; or
- 14.1.5 is of unsound mind as determined in accordance with the Mental Health Act (Chapter 248 Laws of Kenya), they shall cease to be a Member automatically provided that, the Committee may, at its discretion, reinstate them at a future date on such terms as the Executive Committee may determine.

- 14.2 A Member may resign at any time upon written notice delivered to the Secretary. Whilst the resignation shall take effect from the date set out in the notice.
- 14.3 If at any time the Committee considers that the interests of the Society require it, they may invite a Member to show cause why their membership should not be withdrawn from the Society, by a letter specifying the time before which the withdrawal should be made.
- 14.4 If the Member does not withdraw the Committee must submit the question of his expulsion from membership to a special General Meeting to be held within six (6) weeks from the date of the letter.
- 14.5 Not less than four (4) weeks' notice of such meeting must be given to Members.
- 14.6 The Secretary must inform the Member in question of the time and place of the meeting and the nature of the complaints against him in sufficient time to afford him an opportunity of offering his explanation.
- 14.7 At the meeting, the Member must be allowed to offer an explanation of his conduct verbally or in writing and if after that three fourths of the Members present vote for his expulsion, he will immediately cease to be a Member.
- 14.8 The voting at any such meeting shall be by show of hands unless a secret ballot is demanded by the Chairman or not less than five (5) Members present at the meeting.
- 14.9 The Committee may exclude from the Society's activities, until such meeting, any Member whose withdrawal has been requested.

15. MANAGEMENT

The Society shall be managed by an Executive Committee who shall, subject to these rules, control the affairs, funds and proceedings of the Society and without prejudice to such general power, shall in particular, have power:

- 15.1 to appoint from its members:
- 15.1.1 a **Chairman** to preside over and regulate the Society's meetings. Specific duties may include acting as spokesperson for the Society in the community;
- 15.1.1.1 No Chairman shall serve more than two (2) terms consecutively.
- 15.1.2 a **Vice-Chairman** who shall stand in for the Chairman when necessary;
- 15.1.3 a **Treasurer** who controls income and spending, keeps the Society's financial records, and prepares the annual accounts;
- 15.1.4 a **Secretary** who shall be responsible for the overall administration of the Executive Committee;
- 15.2 to fix the date of its meetings, and the procedure to be followed thereat; and
- 15.3 The Executive Committee shall assume the responsibility for ensuring that the KSPCA is administered by the Executive Officer in accordance with its objectives. The Executive Committee is responsible for ensuring that KSPCA has the finances required to carry out activities under its objectives. It is

responsible for ensuring that all funds raised through membership fees, donations and legacies and other sources are responsibly used in accordance with the Society's objectives, strategic plans and annual plans and that the funds are used responsibly and transparently. Additionally, all members of the KSPCA Executive Committee and staff members shall:

- 15.3.1 act in good faith and in the Society's best interests;
- 15.3.2 exercise their powers for a proper productive purpose;
- 15.3.3 act in accordance with the Society's rules and objectives;
- 15.3.4 ensure the Society's affairs are carried out in a way that does not create a substantial risk of loss to the Society's creditors or to itself;
- 15.3.5 ensure that the Society does not incur an obligation that it cannot fulfil;
- 15.3.6 take reasonable care in exercising their duties; and
- 15.3.7 ensure that they do not profit personally from their position of trust.
- 15.4 shall appoint and dismiss the Executive Officer (EO) and the Animal Welfare Officer (AWO) and all other paid officials of the Society. The Executive Committee shall appoint such persons as they deem appropriate for the positions and enter into written contract terms including salaries or fees, period of employment, and such allowances or compensation as the Executive Committee may deem just or expedient.
- 15.5 shall make bye-laws (not inconsistent with these rules) for the management of the affairs of the Society and the regulation of the proceedings of the Executive Committee and such other committees as may be appointed;
- 15.6 shall approve the establishment or closure of satellite offices;
- 15.7 shall appoint sub-committees and to entrust to such sub-committees such powers and duties as the Executive Committee thinks fit;
- 15.8 shall recommend to the Ministry in charge of livestock the appointment of members of the Society as Authorised Officers under Section 36 of the Prevention of Cruelty to Animals Act, Cap. 360 of the Laws of Kenya;
- 15.9 shall affiliate the Society to, or enter into any working arrangement with any other Society or any association or body of persons, whether in Kenya or elsewhere, having objects substantially identical with those set out in article 4 above, on such terms and conditions as may seem advisable to the Executive Committee;
- 15.10 to summon a General Meeting of the Society when deemed necessary; and
- 15.11 to appoint at least two (2) of its members, to be authorised to sign cheques or authorize electronic transfers from bank account/s maintained in the name of the Society. Any two (2) such signatories shall sign all cheques and authorize all electronic transfers.

16. COMPOSITION OF THE EXECUTIVE COMMITTEE

- 16.1 The Executive Committee shall consist of not more than seven (7) elected voting Members, elected

at the Annual General Meeting and shall serve for a period of two (2) years.

- 16.2 At the first Annual General Meeting after the constitutional update dated 27th April 2021, three members of Executive Committee are required to stand down from office, they may either volunteer, or names will be drawn from a hat.
- 16.2.1 At every subsequent Annual General Meeting, either any member who has spent more than 12 months on the current Executive Committee, or if all members have been on the committee for the same time 3 names chosen by random are required to retire from office subject to Article 17.
- 16.2.2 The Executive Committee members to retire in every year are to be those who have been longest in office since their last appointment or reappointment.
- 16.2.3 For those who joined the Executive Committee on the same day, determination on who is to stand down will be determined by lots, unless the Executive Committee in consultation with the members agree otherwise.
- 16.2.4 At the AGM at which an Executive Committee member retires, the Society will hold an election to replace the vacated Executive Committee member.
- 16.3 The Member who intends to propose a person for appointment as an Executive Committee Member shall authenticate the notice and the person shall endorse on the notice his or her willingness to be appointed.
- 16.4 At the Annual General Meeting, elections will be held to replace or re-elect elected Executive Committee Members who have served on the committee for two (2) years or retired.
- 16.5 Those putting their names forward to be considered for the Executive Committee agree to the following:
- 16.5.1 every nomination for the election of a Member to the Executive Committee shall signify the willingness of the Member to stand and take on responsibility as laid out in the constitution towards the financial and administrative management of KSPCA;
- 16.5.2 every nomination shall be signed by two (2) other current Members at the time of the AGM as proposer and seconder respectively; and
- 16.5.3 every such nomination must reach the Secretary, in charge of submitting Executive Committee Members, KSPCA management, and the Executive Officer, not less than twenty eight (28) days prior to the AGM at which time the election is to take place.
- 16.6 If the retiring Chairman, Secretary and Treasurer are not voted in at the AGM, the Executive Committee, at a General Meeting has the option to co-opt none, or one (1), or two (2) of them, in the two (2) remaining positions of the Executive Committee.
- 16.7 A satellite office's representative may attend meetings but will have no voting rights. The Executive Committee may also request the presence of certain members of KSPCA staff, satellite offices' representatives for specific discussions at its meetings.
- 16.8 The Executive Committee members may from time to time, at any time, co-opt as a voting member of the Executive Committee, any member of the Society possessing special qualifications, provided

that the total number of such co-opted members (including co-opted members from clause 16.4) shall not exceed two (2) at any time. All such co-opted members shall retire each year at a Committee meeting held before the AGM but will then be eligible to be co-opted.

16.9 The Executive Committee will, after the AGM, have the power to fill, by co-option, any casual vacancy occurring amongst their number and such co-option shall have effect as long as the vacancy continues. The Executive Committee may act, notwithstanding, to fill any such casual vacancy. A vacancy in the Executive Committee arises if the Executive Committee has co-opted no more than one (1) additional member and an existing Executive Committee member:

- 16.9.1 ceases to be a KSPCA member or is deceased;
- 16.9.2 resigns from office;
- 16.9.3 is removed from office under this Constitution; or
- 16.9.4 is absent from three (3) consecutive meetings of the Executive Committee, without the approval of at least two (2) members of the Executive Committee.

17. REMOVAL OF MEMBERS OF THE EXECUTIVE COMMITTEE

17.1 Members are allowed to bring a vote of no confidence in either an individual Executive Committee member, a number of Executive Committee members, or directed at the entire Executive Committee. To do this, fifteen (15) paid up voting members, or at least 20% of the entire voting membership, whichever is the larger number, may present a petition with reasons articulated to the Secretary, who must immediately inform the Chairman who will call a General Meeting to deliberate the petition. If the Chairman does not do so, then the Members shall write to the Secretary to convene the meeting.

17.2 If a vote of no confidence is brought against the entire Executive Committee and this is endorsed at the General Meeting, it shall be followed immediately, and in the same meeting, by an election of officers to serve as an emergency committee until the next Annual General Meeting.

18. EXECUTIVE OFFICER AND ANIMAL WELFARE OFFICER

18.1 The Executive Officer (EO) is the Executive of the Society, and is responsible to the Executive Committee for:

- 18.1.1 the establishment of a strong favourable public opinion on how animals should be cared for;
- 18.1.2 the day to day administration of the offices and business of the Society;
- 18.1.3 the organisation of local membership drives;
- 18.1.4 supporting the Executive Committee in fund raising efforts;
- 18.1.5 carrying out such other functions relating to the running of the Society as the Committee may from time to time in its sole discretion determine; and
- 18.1.6 making monthly reports to the Committee on the affairs and management of the Society (including Satellite Offices) and on the activities of all committees.

18.2 The Animal Welfare Officer (AWO) is responsible to the Committee for:

- 18.2.1 the establishment of a strong favourable public opinion on how animals should be cared for;
- 18.2.2 the day to day administration of the animal welfare activities of the Society;

- 18.2.3 supporting the committee in fund raising efforts;
- 18.2.4 carrying out such other functions relating to animal care as the Executive Committee may from time to time in its sole discretion determine; and
- 18.2.5 making monthly reports to the Executive Committee on the animal welfare activities of the Society (including Satellite Offices) and on the activities of all committees.

Whenever the EO and the AWO are simultaneously employed at the Society, they will work together in the best interests of the Society. The EO's role is to run the administration of the Society efficiently to support animal welfare activities. The AWO's role is to support animal welfare activities within the available budget, staff resources, and facilities of the Society. If the two (2) officers disagree on an issue the issue will be decided on by the Chairman who will either decide on a way forward or put the issue to the Executive Committee to decide a way forward.

19. BYE-LAWS

- 19.1 The Committee shall, subject to the approval by the Members of the Society in a General Meeting, have the power from time to time to make, alter and repeal all such Bye-Laws as they may from time to time deem necessary or expedient or convenient for the proper conduct and management of the Society and in particular, but not exclusively, they may by such Bye-Laws regulate:
 - 19.1.1 the conduct of Members of the Society in relation to one another and to the Society staff;
 - 19.1.2 the setting aside of the whole or any part or parts of the Society's premises for any class of Members or a specific group within a class of Members at any particular time or times or for any particular purpose or purposes;
 - 19.1.3 the amounts of and mode of payment of all charges to be paid to the Society other than Annual membership fees; and
 - 19.1.4 generally all such matters as are commonly the subject matter of Society rules,

PROVIDED ALWAYS THAT the making, alteration or repeal by the Committee of any bye-laws shall be and remain in force until the same are sanctioned by a General Meeting. The Committee shall adopt such means as they deem sufficient to bring to the notice of Members all such bye-laws, amendments and repeals; and all such bye-laws, so long as they shall be in force, shall be binding upon all Members.

AND PROVIDED FURTHER THAT no bye-laws shall be inconsistent with, or shall affect or repeal, anything contained in this Constitution.

20. BORROWING POWERS

- 20.1 Subject to the previous sanction given by a resolution passed by a majority of three fourths of the Full Members entitled to vote, who are present in person and voting at a General Meeting, with such resolutions as a special item on the Agenda, the Committee of the Society shall have the right from time to time to raise or borrow money up to and not exceeding the amount sanctioned by the General Meeting.

- 20.2 The Trustees shall at the direction of the Committee, in accordance with the Bye Laws, make any disposition of the Society property or any part of it and enter into any agreement in relation to the Society property as the Committee thinks proper to give security for such authorised loan and interest.
- 20.3 Every Member, whether they vote on a resolution authorising borrowing or not, and everyone becoming a Member after passing of such a resolution, is deemed to have assented to the resolution as if they had voted in favour of it.

21. AUTHORITY AND INDEMNIFICATION OF TRUSTEES AND MEMBERS OF THE COMMITTEE

- 21.1 All acts done by the Committee or any sub-committee thereof in good faith and with the authority expressed or implied of the Society, shall be deemed to be by the Society and of the individual Members thereof, and shall be binding on the individual Members of the Society during the time each is a Member of the Society and for a period of one (1) year from the date that he or she shall cease to be a member of the Society.
- 21.2.1 Every Trustee and every Member of the Committee shall be indemnified by the Society and by the Members, for any costs, losses and expenses which any Trustee or Member of the Committee may incur or become liable to by reason of any contracts entered into or act or thing done by him in any way in the discharge of his duties as a Trustee or Member of the Committee.

22. SIGNING OF DOCUMENTS

All documents other than cheques and receipts for current expenses and those relating to the immovable property of the Society shall be considered sufficiently signed on behalf of the Society, by an authorised representative of the Executive Committee, determined by a resolution of the Executive Committee or if signed as prescribed in this Constitution, and all documents so signed shall be binding on the Society and all Members.

23. ANNUAL GENERAL MEETINGS

- 23.1 An Annual General Meeting of the Members shall ordinarily be held not later than the 30th day of April in each year and shall:
- 23.1.1 confirm the minutes of the last AGM, and any other subsequent General Meetings;
 - 23.1.2 receive from the Committee a report on the general affairs and operations of the Society for the previous year;
 - 23.1.3 receive the audited balance sheet and statement of accounts for the preceding year and an estimate of the receipts and expenditure for the current financial year;
 - 23.1.4 fill the vacancies in the Committee;
 - 23.1.5 appoint Auditors for the current year
 - 23.1.6 decide on any resolution which may be submitted to the Meeting in the manner provided below;
 - 23.1.7 consider any other business as determined by the Committee; and
 - 23.1.8 the quorum for an AGM shall be fifteen (15) members.

24. OTHER GENERAL MEETINGS

The Committee may call a General Meeting other than an AGM at any time for any special purpose, and must do so immediately upon a requisition in writing from not fewer than fifteen (15) Full Members or 20% of the membership whichever is the larger number. Such notice shall specify the nature of the business to be transacted.

25. NOTICE OF GENERAL MEETINGS

Shall be given in writing by electronic means and by posting a notice on the Society's notice board not less than twenty-one (21) days prior to the date of the meeting. In the case of the Annual General Meeting, a copy Treasurer's Report and any proposed changes to the constitution shall sent out at the same time as the notice convening such meeting. For the purpose of informing all members, notices of General Meetings shall be emailed or otherwise communicated to each Member and the Society's auditor or auditors not less than fourteen (14) days prior to the meeting.

26. QUORUM FOR GENERAL MEETINGS

The quorum for a General Meeting shall be fifteen (15) voting Members who are eligible to vote present in person, excluding any Member of Committee. If within half an hour from the time appointed for a meeting, a quorum is not present it shall stand adjourned until further notice. If a quorum is present but the Chairman or Vice-Chairman is absent, the meeting may, after the expiry of half an hour from the time the meeting was due to begin, elect by simple majority vote of the Full Members present a chairman of the meeting from the Full Members present.

27. ADJOURNED GENERAL MEETINGS

27.1 If a General Meeting is called by KSPCA on its own behalf, and if, within fifteen (15) minutes from the time appointed for any General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or such other place as the Chairman may decide, or should that day be a public holiday, to the next succeeding day other than a public holiday, and at such adjourned meeting the members present shall be a quorum, even if their number is less than the required quorum.

27.2 In case the General Meeting has been called in response to a petition by the members, if, within fifteen minutes from the time appointed for any General Meeting, a quorum is not present, the meeting shall not stand adjourned, but shall be dissolved forthwith.

28. VOTES OF MEMBERS

28.1 Only Full Members, Family Members, Corporate Members and Life Members subject to article 9 of this constitution shall have the right to vote, and shall each have one vote.

28.2 In the case of equality of votes the Chairman shall be entitled to a second or casting vote.

28.3 At any General Meeting, a resolution put to the vote of the Meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded by the chairman of the Meeting or by any Member present.

28.4 If Members are unable to be present to vote they may then do so by proxy, members intending to vote through a proxy must notify the Secretary in writing, ten (10) days before any said meeting stating the name of their proxy who will attend the meeting.

28.5 No amendment (other than a motion for adjournment) may be moved to any resolution proposed at any General Meeting unless written notice of the amendment has been sent to the Secretary not less than fourteen (14) days prior to the meeting or if the meeting consents to the adoption of such amendment.

29. AUDIT

The accounts of the Society which shall include the accounts of its Satellite Offices if appropriate, shall be audited annually and a financial statement shall be prepared annually and approved by the Auditor of the Society who shall be a public practising accountant, showing the financial position of the Society and its Satellite Offices and the receipts and payments up to 31st December in each year and the Auditor shall prepare annually a list of securities held by the Society or its Trustees and shall certify that such securities have been examined by him and found intact.

30. ALTERATION AND INTERPRETATION OF THE OF RULES

30.1 The Rules may be altered from time to time at the AGM or at any other General Meeting provided that due notice is given. The quorum necessary to pass any new rule and to rescind or alter any rule shall be three fourths majority of the Members present in person and voting at such a meeting.

30.2 The decision of the Committee upon any question of interpretation of the Rules or upon any matter affecting the Society (including Membership) and not provided for in the Rules is final and binding on the Members.

31. SUGGESTIONS AND COMPLAINTS

The Secretary may avail a book for Members to write suggestions or complaints.

32. WINDING UP

32.1 The Society may be wound up or dissolved and the property thereof disposed of by a resolution to that effect, passed at the AGM or other General Meeting by a majority vote (recorded in person or by proxy) of not less than three-fourths of all voting Members, who being entitled to do so, record their votes. At the end of this period votes shall be counted, and the Committee and the Trustees shall act in accordance with the decision of a straight majority.

32.2 No such resolution shall be passed by the Members unless notice of the proposal has been given for a period of six months prior to the date of the Meeting.

32.3 Any vote of the Members in favour of the Society being wound-up or dissolved shall only become effective on it being ratified by the Trustees by a majority vote of not less than three fourths of all of the Trustees as at that date.

32.4 Upon completion of the process of the winding-up of the Society, any surplus amounts realised after the Society has settled its debts in full, shall go to an animal welfare body, of the Members' choosing, with similar objectives.

- 32.5 In the case of bankruptcy, the Society may be dissolved. Prior to dissolution of the Society, a General Meeting of the Members will be held, where the auditors will present the financial situation to the Membership.
- 32.6 In the case where the Executive Committee is of the opinion that the Society is facing imminent bankruptcy, and before any bankruptcy proceedings are initiated, the Executive Committee with the approval of the Trustees may, sell off any property belonging to the Society, or, enter any scheme of arrangement, restructuring or agreement with the Society's creditors.
- 32.7 Dissolution of the Society and disposal of the Society's property held in trust by the Trustees in order to cover outstanding debts due to imminent bankruptcy does not require a membership vote.
- 32.8 In the event of the Society being dissolved, all assets of the Society remaining after discharge of all its liabilities shall, subject to the consent of the Attorney-General and the approval of the High Court of Kenya, be transferred to such other charitable organisation having as its objectives or one of its objectives the welfare of animals in Kenya, as may be determined by the resolution for dissolution.

33. SATELLITE OFFICES

- 33.1 Any KSPCA Satellite Office representing the Society's interests, whether in existence when these Rules come into force or established hereafter, shall comply with and be subject to the following requirements:
- 33.1.1 any such Satellite Office shall be established only with the prior authority and approval of the Executive Committee;
- 33.1.2 every Satellite Office shall be managed by a person, or persons nominated by the Executive Committee and the person so appointed shall be responsible to report to the KSPCA Executive Committee on the on goings of the Satellite Office. In all respects, the Rules of the Society shall apply to its operations;
- 33.1.3 every Satellite Office must form its own committee with a minimum number of three (3) people being voting members. These Committees must meet no less than three (3) times a year. Copies of the Minutes of any Committee or Sub-Committee meeting must be forwarded to the Executive Committee within twenty (20) days from the date of the meeting;
- 33.1.4 every Satellite Office must prepare any financial or administrative reports itself that shall be forwarded to the Executive Committee on the 28th of each month, or the Friday before the 28th if the 28th falls on a weekend;
- 33.1.5 the Chairman (or their appointee) of the Society shall be an *ex-officio* member of the committee of any Satellite Office and shall have the right to attend and vote at any committee or sub-committee meeting held by the Satellite Office;
- 33.1.6 the area of responsibility for all Satellite Offices and any variation thereof shall be fixed by the Executive Committee after consultation with the Satellite Office Manager;
- 33.1.7 the title of the Satellite Office shall be: "The Kenya Society for the Protection and Care of Animals ("location) _____ Office / Branch / KSPCA location";

- 33.1.8 prior to establishing a Satellite Office, a proper financing plan, strategic plan and first annual work plan and budget should be prepared. Satellite Offices will only be established if these Plans are viable, and shall be approved by the Executive Committee;
- 33.1.9 the Satellite Office will present an annual work plan and budget to the Nairobi branch for approval by the Executive Committee one (1) month before the end of the year;
- 33.1.10 every Satellite Office shall, not later than 28th February in every year, furnish to the Executive Committee a list of the names and addresses of all current members within their jurisdiction who have joined the Society;
- 33.1.11 every Satellite Office shall be empowered to accept applications for membership of the Society;
- 33.1.12 subject to the Rules of the Society, every Satellite Office shall be entitled to receive membership fees and donations, to expend such monies in its own area based on the annual approved work plan, annual budget and monthly expense projections presented to the Executive Committee on the 28th of each month for the following month. Satellite offices shall generally manage their own affairs, subject to the oversight of the Executive Committee, and the EO and the AWO. No member or employee of a satellite office may incur debts and liabilities without the approval of the Executive Committee, provided that every Satellite Office shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Society;
- 33.1.13 all the property and investments of any Satellite Office shall be held by the Trustees of the Society, subject to any specific Trusts by which such property and investments may be affected;
- 33.1.14 every Satellite Office shall, not later than 28th February in every year, submit its audited income and expenditure accounts to the Executive Committee, made up to the previous 31st December;
- 33.1.15 a Satellite Office may publish literature in its name for local purposes, but such literature shall require the prior approval of the Executive Committee;
- 33.1.16 a Satellite Office may be dissolved by the Executive Committee, at its sole discretion with a one (1) months' notice;
- 33.1.17 all property, both moveable and immoveable belonging to the Satellite Office so dissolved and previously applicable for the general purposes of the Satellite Office, shall be held at the disposal of the Society, and the Executive Committee shall use or apply such property in the liquidation of the Satellite Office's outstanding liabilities. It shall use or apply the balance thereafter remaining in carrying out the objectives and declared policy of the Society in the area of the Satellite Office so dissolved in such manner as the Executive Committee shall see fit, provided that nothing in this Rule shall affect the disposition of property held for or in connection with the Satellite Office so dissolved;
- 33.1.18 any office set up within a radius of one hundred kilometers (100km) from the Society's office in Nairobi shall operate under the supervision of the Nairobi Office and shall not constitute a Satellite Office as defined in this Constitution;

34. PETITIONS

Petitions, memorials or official representations directed to Government departments shall only be made through or with the sanction of the Executive Committee.

35. PROSECUTIONS

No prosecution shall in any circumstances whatsoever be instituted in the name of the Society except with the authority of the Chairman of the Executive Committee after consultation with at least one (1) other member of the Executive Committee appointed for that purpose.

36. DISPUTE RESOLUTION

- 36.1 In the event of a serious disagreement between a member and or a member of the public and the Society regarding the Society's carrying out its mandated activities then the member or the member of the public shall be entitled to present the dispute to the Executive Committee. Such declaration shall be in writing, state the issue of the dispute and be addressed to the Executive Committee and delivered to a member of the Executive Committee.
- 36.2 In the event of a serious disagreement between the members of the Executive Committee and or the Society regarding the interpretation of this constitution then any two (2) Executive Committee members or any five (5) members of the Society shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Executive Committee and delivered to a member of the Executive Committee.
- 36.3 The Executive Committee shall consider such declaration within two (2) weeks of receiving it. Should the Executive Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.
- 36.4 Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Executive Committee must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 36.5 In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration in accordance the Arbitration Act No. 4 of 1995 or such other law or enactment amending, replacing or repealing the same as may then be in force. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the Executive Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.
- 36.6 The arbitration shall be held on an informal basis, and the arbitrator/s shall have the power to determine the procedure to be adopted subject to the principles of natural justice.
- 36.7 The arbitrator/s may base the award not only upon the applicable law but also upon the principles of impartiality and fairness.
- 36.8 The person(s) declaring the dispute and the Executive Committee, beforehand, may agree to share

the costs of the arbitration. In the absence of such agreement the arbitrator/s shall decide which parties shall be liable for the costs.

36.9 The decision of the arbitrator/s shall be final and binding upon all parties and capable of being made as an Order of Court on application by any of them.

Signed by the below mentioned Trustees


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