

THE SOCIETIES ACT (CAP 108)

MASENO OLD BOYS ASSOCIATION (MOBA)

THE CONSTITUTION

OF

MASENO OLD BOYS ASSOCIATION

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CONSTITUTION AND RULES OF MASENO OLD BOYS ASSOCIATION

1. NAME

The name of the Society shall be '**MASENO OLD BOYS ASSOCIATION**' hereinafter called the Society.

2. STATUS

- (a) The Society shall be a welfare organization, and non-political.
- (b) The registered office of the Society shall be situated at Maseno School in Maseno, Kenya.

3. OBJECTIVES

- (a) To bring together, unite, and promote the status, interests, and welfare of the alumni of Maseno School, both within Kenya and wherever situated in the World (hereinafter referred to as "Maseno Old Boys", or just "Old Boy").
- (b) To foster oneness, brotherhood, networking, interaction, exchanges, mentorship, empowerment and other support among Maseno Old Boys.
- (c) To assist Maseno Old Boys in any charitable, social, professional and other ways in any aspects of life and career.
- (d) To alleviate Maseno Old Boys and or their immediate dependants from distress as is within the charitable means and objectives of this Society.
- (e) To empower Maseno Old Boys in any charitable, physical, professional, social and economic security and advancement as is within the means of the members.
- (f) To give back to Maseno School and its community as is within the charitable means and objectives of this Society.
- (g) To foster collaboration with people and organizations with objects similar to those of the Society.

4. POWERS OF THE SOCIETY

- (a) To procure subscriptions or contributions or other free-will giving from the members of the Society for the time being.
- (b) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring

contributions to the funds of the Society in the form of donations, partnerships, pledges, annual subscription or otherwise.

- (c) To acquire any moveable or immovable property and any buildings or things whatsoever and sell, dispose of, mortgage, lease or otherwise deal with all or any part of the property or rights of the Society.
- (d) To enter into any arrangement with any governments or authorities that may seem conducive to the Society's objects or any of them, and to obtain from such government or authority any rights, privileges and concessions which the Society may think desirable to obtain.
- (e) To invest the money in the Society not immediately required in any one or more of the modes of investments of trust moneys or in such other manner as the National Executive Committee of the Society may from time to time determine.
- (f) If at any time the Society in National General Meeting shall pass a special resolution authorizing the National Executive Committee to borrow money:
 - (i) to borrow for the purposes of the Society the amount of money (either at one time from time to time) in the form and manner and upon the security specified in the resolution; and
 - (ii) to give security for the loan and interest on the property of the Society as the National Executive Committee thinks proper.
- (g) To set up branches all over the Country and the World by the name MASENO OLD BOYS ASSOCIATION, which shall be so organized from time to time in a manner and structure as provided herein.
- (h) To do such other things as are incidental or conducive to the attainment of any of the above objects.

5. MEMBERSHIP

- (a) Membership is open to all alumni of Maseno School, and to such members as the National Executive Committee, with the concurrence of a National General Meeting, may think appropriate to admit, in furtherance of the objectives of the association, and such membership shall be divided into categories stated herein.
- (b) Such Membership is open to all qualified individuals of all citizenry, nationality, race, colour, creed and any other social, economic or political strata as they may either ascribe themselves to, or be ascribed to by their society, without any discrimination whatsoever as to age or any other social, political or economic connexion, as may for the time being be found and or be domiciled or otherwise resident at such places where the activities of the Society shall be found, whether within or without the borders of the Republic of Kenya.

- (c) Every applicant for membership shall apply on the form prescribed by the Society.
- (d) As soon as possible after the receipt of an application for membership, the National Executive Committee shall consider the application and determine the same **PROVIDED HOWEVER** that the National Executive Committee may delegate the task of considering the applications for membership to a sub-committee or to the Branch Executive Committees which shall consider the applications and make their recommendations to the National Executive Committee on the basis of which recommendations the National Executive Committee shall determine the application.
- (e) The National Executive Committee may accept, reject or defer the decision on any application **PROVIDED THAT** any decision to reject or defer shall be communicated in writing to the applicant at the earliest opportunity.
- (f) When an application is accepted for membership, the Secretariat shall forthwith send to the applicant a written notice of acceptance, upon which the applicant shall become a member of the Society **PROVIDED** nevertheless, that an omission on the part of the Society to send to the applicant such a written notice of acceptance shall not of its own invalidate such membership of any individual where the Society has by its conduct deemed such an individual as being a member and has thereby accepted that individuals participation in its objectives herein.
- (g) Without prejudice to the foregoing, the National Executive Committee may, where they consider expedient to the realization objects of the Society invite to membership any person or body, local or foreign and to this end waive the requirement for application.
- (h) Every person or body admitted to membership of the Society shall be deemed to have agreed to be bound by this Constitution and Rules and by any other rules and/or regulations of the Society from time to time in force.

6. CATEGORIES OF MEMBERSHIP

There shall be the following categories of Membership of the Society:

- a) **ASSOCIATE MEMBERS:** These are Maseno Old Boys who are students at a first level of tertiary education and who are in no wise above 24 years in age, or Old Boys starting out in life and not being above 24 years in age. Nothing forbids a Maseno Old Boy under this category from being a Full Member as hereinbelow. Registration Fee for this category is Kshs. 200, and Monthly subscription is Kshs. 50. These members cannot vie for or hold National or Branch Offices.
- b) **FULL MEMBERS:** Open to all Maseno Old Boys of all cadres and ages. Registration Fee for this category is Kshs. 1,000, and Monthly subscription is Kshs. 200. These members can vie for and hold National or Branch Offices. An

Associate Member who attains the age of 25 years as per one's national identification or passport shall be required to upgrade to full membership by paying an upgrade Registration Fee of Kshs. 800, and henceforth paying Ksh. 200 per month as Monthly subscription.

- c) **LIFE MEMBERS:** Such Maseno Old Boys as have registered as members with a Membership Registration Fee of at least Kshs 100,000, with there being no upper ceiling on the amount, and who shall not pay any Monthly subscription for the rest of their life. These members exercise all powers and rights of Full Members.
- d) **HONORARY MEMBERS:** Notwithstanding the foregoing, the National Executive Committee may recommend to members in either the National Delegates Council or the National General Meeting the conferring of the status of Honorary Member of the Society any person who has in time past furthered or is presently is in a position to further the objectives of either or both this Society and or Maseno School. And such a person shall be known as an 'Honorary Member of the Society'. These members cannot vie for or hold National or Branch Offices.
- e) **FRIENDS OF MOBA:** These are current Maseno School students, who desire to participate in any of the activities and objectives of the Society. They shall not be members of the Society, nor exercise any rights of membership, and neither are they required to make any payments, subscriptions, contributions or attendances whatsoever. And such a student shall be known as a 'Friend of MOBA'.

7. SPECIAL HONORARY NUMBERING OF MEMBERSHIP

- a) The National Executive Committee may adopt any system of numbering of registrations of Membership as it deems fit and expedient, and the same shall be a member's principal Membership Registration Number.
- b) Separate from the Membership Registration Number in clause (a) above, there shall be Honorary Year Numbers running from the Year number 1906 onwards, and the same shall be a Honorary Title held for a period of two years by either:
 - (i). the highest bidder thereof, subject to any reserve price, in a competitive bid through a public or online auction as conducted by the National Executive Committee; or
 - (ii). a sole and non-contested applicant for the same, subject to any reserve price or none at all, as may be determined by the National Executive Committee; or
 - (iii). Any Honorary Member as nominated by the National Executive Committee to be awarded any Honorary Year Numbers that have either been reserved for this purpose, or that have not attracted any applicants or competitive bids as provided for above.

- c) The bearer of the Honorary Year Number 1906 shall bear the Honorary Title of Chief Member 1906 of the Society, while bearer of the Honorary Year Number 1907 shall bear the Honorary Title of Deputy Chief Member 1907 of the Society for a period of two years, and the same shall be the highest ceremonial ranks of membership of the Society, who may sit as *ex-officio* and non-voting members of both the National Executive Committee, in addition to exercising such other powers, rights and privileges as is provided for under this Constitution.
- d) The Honorary Year Numbers 1906 and 1907 and their corresponding Honorary Titles shall only be awarded in a competitive bid for the Honorary Year Number 1906, with the highest and second highest bidders being awarded the Honorary Year Numbers 1906 and 1907 respectively, subject to meeting a reserve bid of Kshs. 100,000 for the same.
- e) The bearers of the Honorary Year Numbers 1906 and 1907 and their corresponding Honorary Titles shall automatically be registered as Life Members upon their successful bid in clause (d) above, and where one was already a Life Member in an own right prior to a competitive bid, the proceeds of the bid shall be credited to their account of Life Membership.
- f) The National Executive Committee may develop befitting Honorary Titles and privileges for Honorary Year Numbers 1908 onwards as they deem fit, including any preferential treatment on any appointments and matters of the Society.
- g) Where there is no bid interest on any Honorary Year Number of the Society, the same may be allotted by the National Executive Committee as they deem fit.

8. RIGHTS AND OBLIGATIONS OF MEMBERSHIP

- a) This Society seeks to foster social capital and social security in the brotherhood of Old Boys being there for one another, and assisting one another within the objectives of this Society.
- b) All members are thus bound by the objectives of this Society, and are required to be active and committed members as defined herein.
- c) All members are only bound to the cause of the welfare and wellbeing of fellow active and committed members as defined herein, with inactive and non-committed members not being entitled to any intervention whatsoever as a matter of right from the Society or its membership.

9. CLASSIFICATION OF ACTIVE AND COMMITTED MEMBERSHIPS

There shall be the following classifications of Active and Committed Memberships of the Society:

- a) **ACTIVE AND COMMITTED MEMBERS:** These are members, other than Honorary Members, who carry out at least three out these four:

- (i). Is upto date on monthly subscription, excepting Life Members, or has not otherwise defaulted by more than 6 months;
 - (ii). Attends the meetings, gatherings and activities of members wherever situated and called for at either or both National and Branch levels;
 - (iii). Participates with other members in the assistance of fellow members in their need and distress within the charitable goals of this Society; and
 - (iv). Participates with other members in any other developmental, social and benevolent projects within the objectives of this Society.
- b) **INACTIVE AND NON-COMMITTED MEMBERS:** These are members, other than Honorary Members, who fall short of carrying out at least three out the four requirements in clause (a) above.

10. CESSATION OF MEMBERSHIP

A member shall cease to be a member if:

- a) The member resigns by notice in writing, left at or sent by registered post to the Registered Office of the Society, or otherwise sent by any electronic means to any official of the Society, **PROVIDED** nevertheless, that an omission on the part of the member to issue such notice in writing shall not of its own deem an individual as being a member where such member has by his public conduct demonstrated that he no longer ascribes to the objectives of the Society under this Constitution, and or that he is in no way party to the activities of the Society under its objectives herein.
- b) In the absence of issuing a notice in writing, the member resigns by his public conduct as stated in clause (a) above.
- c) By resolution of two-thirds majority of members present at a National General Meeting, members terminate the membership of any member whose conduct, in their opinion, has compromised the position of the Society or brought the Society into disrepute pursuant to these rules and any other rules and/or regulations of the Society; or has breached any code published by the Society or to which the Society subscribes. Such person shall from the time of such resolution cease to be a member of the Society provided that before such resolution is proposed, such member shall have at least twenty one (21) days prior notice of such resolution and shall have the right to be heard at the meeting at which it is proposed.
- d) Having been suspended from membership by resolution of two-thirds majority of members present at a Branch General Meeting on grounds under clause (c) above, the National General Meeting confirms the grounds for the said suspension and replaces the suspension with a dismissal.

- e) The member dies or otherwise ceases to exist.
- f) The member fails to make subscriptions for more than 6 months, where applicable.
- g) The member fails to attend any of the activities, gathering and meetings of the Society at either or both the National and or Branch level for more than 18 months, without good reason and notwithstanding prior apology.
- h) The member exceeds the age bracket for Associate Members and deliberately and or negligently refuses to or does not wish to upgrade to a Full Member, within 12 months of exceeding the said age bracket for Associate Membership.

11. CONSEQUENCES OF CESSATION

- a) Any member resigning from the Society or for any other reason ceasing to be a member shall not be entitled to any refund of any subscriptions and or contributions made by himself to the Society or any part thereof.
- b) A party whose membership ceases in any manner shall remain liable to the Society for all loss of or damage to the Society's property or facility attributed to the member or his agent.

12. WELFARE INTERVENTION FOR MEMBERS

- a) It is the sole duty and responsibility of all Maseno Old Boys and their immediate dependants to take charge of their personal affairs and alleviate themselves from any distress, but purely on a humanitarian basis of brotherhood, the Society and its members may intervene in the welfare of its members or that of their immediate dependants on a case to case basis.
- b) In order for the Society and its members to officially intervene in alleviating a Maseno Old Boy and or his immediate dependants from distress, the situation must meet the following criteria, with every situation being individually evaluated on a case to case basis:
 - (i). The distress must be of a personal and private nature to either the Maseno Old Boy himself or the immediate dependant of a deceased Old Boy, such as a wife, a child or a destitute parent of a deceased Old Boy;
 - (ii). The involvement of the Society and its members in an official capacity should be a matter of last resort, each member being required to first explore other avenues of alleviation from distress;
 - (iii). The Society shall only intervene to the extent of its ability and that of its members, and nothing herein shall obligate the Society or its members to take full responsibility for any distress under clause (i) above; and

- (iv). The distressed Maseno Old Boy himself or whose immediate dependant family is distressed as above must have been:
 - (1). a registered member of at least 6 months standing; and
 - (2). an active and committed member as defined in this Constitution during the 6 months preceding the request for assistance.
- c) The distressed Maseno Old Boy who qualifies for assistance as provided for in clause (b) above should first pay up any arrears due on Monthly subscriptions.
- d) Any other situation falling outside of clauses (b) and (c) above with regard to a registered member only:
 - (i). shall be considered on a case to case basis by the National Executive Committee or any Committee responsible for Members' Welfare for an official involvement; and
 - (ii). if approved shall be a non-binding project, upon which members shall remain at liberty to elect to participate or not, and with any member who abstains not having the same held against him in record.

13. WELFARE INTERVENTION FOR NON-MEMBERS AND OTHER ENTITIES

- a) As a matter of principle, the Society or its members are not bound to intervene in any plight, welfare or project appertaining to a non-member or other entities.
- b) The National Executive Committee or any Committee responsible for charitable matters may consider an intervention on any plight, welfare or project appertaining to a non-member or other entities, and recommend the same to the membership for participation.
- c) Any intervention on any plight, welfare or project appertaining to Maseno School or its community that is approved by Members in any National General Meeting shall constitute an official intervention binding to the Society and its members.
- d) Any other interventions under this Article shall be a non-binding project, upon which members shall remain at liberty to elect to participate or not, and with any member who abstains not having the same held against him in record.

14. FUNDS

- (a) Funds to finance the operations of the Society shall be raised from subscriptions, levies and other fees, penalties, donations, investments and income from legal activities approved by the National Executive Committee for purposes of raising funds.
- (b) Other than fees and subscriptions prescribed in this Constitution, the National Executive Committee may, with the authority of a resolution passed by the

Society, determine and review from time to time as the circumstances may warrant any subscriptions and or contributions to be paid by members.

- (c) Any fees, subscriptions and or contributions and any other moneys owed to the Society may be paid in Kenya shillings or any convertible currency through any means as the National Executive Committee may determine.
- (d) The funds of the Society may only be used for the purposes specified in the objectives of this Society. No portion of the Society's' funds, income or property shall be paid or transferred directly or indirectly to members.
- (e) All moneys and funds shall be received by and paid to the Society and shall be deposited in the name of the Society in any bank or financial institution approved by the National Executive Committee.
- (f) No payment shall be made out of the bank account without the approval of the National Executive Committee.
- (g) The National Executive Committee shall have power to suspend any office bearer or committee member 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 the National General Meeting which shall decide what further action should be taken into the matter. The person so appointed shall hold office until the following National Annual General Meeting.
- (h) All Branch or *Ad Hoc* Committee Treasurers shall be delegates and subordinates of the National Treasurer for purposes of decentralized receipt and dealing of finances, and shall so act and report according to his instructions, mandatorily depositing all monies to the bank accounts of the Society as provided herein.
- (i) The financial year of the Society shall be from 1st January to 31st December.

15. STRUCTURE OF THE SOCIETY

The Society and its leadership shall be structured as follows:

- (a) **NATIONAL LEADERSHIP:** There shall be the National Leadership that unifies all Branches and that is seized of the management of the affairs of the Society and of all members wherever situated.
- (b) **BRANCHES WITHIN KENYA:** There shall be the following eight Branches within the Republic of Kenya along the former provinces that, being delegates and subordinates of the National Executive Committee, are seized with the delegated management of the affairs of the Society:
 - (1). Nairobi Branch
 - (2). Nyanza Branch

- (3). Coast Branch
- (4). Western Branch
- (5). Rift Valley Branch
- (6). Central Branch
- (7). Easter Branch
- (8). North Easter Branch

Provided that each Branch provided for herein shall only stand activated upon its having atleast twenty members who are verified by the National Executive Committee as being registered members of the Society.

- (c) **BRANCHES OUTSIDE KENYA:** There shall be such Branches outside the Republic of Kenya as approved by members in a National General Meeting that, being delegates and subordinates of the National Executive Committee, are seized with the delegated management of the affairs of the Society and members within their respective Branches.

16. NATIONAL OFFICE BEARERS

- (a) The National office bearers of the Society shall be:

- (i) The Chairman
- (ii) The First Vice Chairman
- (iii) The Second Vice Chairman
- (iv) The Secretary General
- (v) The First Assistant Secretary General
- (vi) The Second Assistant Secretary General
- (vii) The Treasurer
- (viii) The Organizing Secretary
- (ix) The Assistant Organizing Secretary

All of whom shall be Full or Life Members of the Society, and shall be elected at the second succeeding National Annual General Meeting to be held in each year, but with the positions of the Second Vice Chairman and Second Deputy Secretary General being exclusively reserved for members who have for at least one year preceding the date of election been ordinarily resident outside the Republic of Kenya, and will still be so foreseeably resident for at least the next one year.

- (b) All office bearers shall hold office for a period of two years from the date of election until the second succeeding National Annual General Meeting subject to the conditions contained in clauses (c) and (d) of this Article and shall be eligible for re-election for a second and final term of two years in that same office.
- (c) Any office bearer who ceases to be a member of the Society shall automatically cease to be an office bearer thereof.

- (d) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in this Constitution and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.
- (e) Where a bearer of a Branch office vies for and is elected to any of the National offices contained in clause (a) above, such elected person will be deemed to have resigned from holding of a Branch Office.

17.DUTIES OF NATIONAL OFFICE BEARERS

- (a) **CHAIRMAN:** The Chairman shall, unless prevented by illness or other sufficient cause, provide leadership and guidance to the National Executive Committee. Specifically, the Chairman shall preside over all meetings of the National Executive Committee and all National General Meetings and be the chief spokesperson of the Society.
- (b) **FIRST VICE-CHAIRMAN:** On all matters of the Society and its members within Kenya, the First Vice-Chairman shall perform duties allocated by the Chairman or the National Executive Committee, and in the absence of the Chairman shall perform the duties of the Chairman. He shall also deputize for the Second Vice-Chairman on all matters of the Society and its members outside of Kenya, and act substantively in his absence.
- (c) **SECOND VICE-CHAIRMAN:** On all matters of the Society and its members outside of Kenya, the Second Vice-Chairman shall perform duties allocated by the Chairman or the National Executive Committee, and in the absence of the Chairman shall perform the duties of the Chairman. He shall also deputize for the First Vice-Chairman on all matters of the Society and its members within Kenya, and act substantively in his absence.
- (d) **SECRETARY GENERAL:** The Secretary General shall be the secretary to the National Executive Committee. The Secretary General shall issue notices convening all meetings of the Society and shall together with the secretariat be responsible for correspondence, keeping minutes and for the preservation of all registers and records of the Society and any other duties allocated by the Chairman or the National Executive Committee.
- (e) **FIRST ASSISTANT SECRETARY GENERAL:** On all matters of the Society and its members within Kenya, the First Assistant Secretary General shall perform duties allocated by the Secretary General or the National Executive Committee, and in the absence of the Secretary General shall perform the duties of the Secretary General. He shall also deputize for the Second Assistant Secretary General on all matters of the Society and its members outside of Kenya, and act substantively in his absence.

- (f) SECOND ASSISTANT SECRETARY GENERAL:** On all matters of the Society and its members outside of Kenya, the Second Assistant Secretary General shall perform duties allocated by the Secretary General or the National Executive Committee, and in the absence of the Secretary General shall perform the duties of the Secretary General. He shall also deputize for the First Assistant Secretary General on all matters of the Society and its members within Kenya.
- (g) ORGANIZING SECRETARY:** The Organizing Secretary shall be responsible for organizing all meetings and social gatherings of the Society. He shall also be responsible for promotion of membership of the Society and public relations.
- (h) ASSISTANT ORGANIZING SECRETARY:** The Assistant Organizing Secretary shall perform duties allocated by the Organizing Secretary or the National Executive Committee, and in the absence of the Organizing Secretary shall perform the duties of the Organizing Secretary.
- (i) TREASURER:** The Treasurer shall receive all moneys due to the Society and shall deposit the same in a bank or banks approved by the National Executive Committee; make all payments that are duly approved and keep the Society's accounts and prepare a statement of the accounts for auditing and present the same at the Annual General Meeting for the consideration by the general members of the Society.

18. THE NATIONAL EXECUTIVE COMMITTEE

- a) The National Executive Committee shall carry out the governance of the Society. The National Executive Committee shall consist of the National Office Bearers and three Chairmen of the Branches of the Society, elected by all the Chairmen of all the Branches of the Society to represent them in the National Executive Committee, and out of which at least one shall be a Chairman of a Branch that is situated outside Kenya. The Executive Officer of the Secretariat, where one is appointed, shall be an ex officio member of the National Executive Committee.
- b) The National Executive Committee shall meet at such times and places as it shall resolve but shall in any event meet at least once in every calendar month.
- c) The quorum for meetings of the National Executive Committee shall be one third of the members of the National Executive Committee, and which quorum presence shall include participation by real-time electronic technology.
- d) The National Executive Committee shall have power to appoint such committees as it may deem necessary.

- e) The National Executive Committee shall give directions to the National Secretariat as to the manner in which they shall perform their duties.
- f) All National office bearers shall be elected by members at National General Meetings and shall hold office for a period of two years after which they shall be eligible for re-election for a second and final term of two years in that office.
- g) Any National office bearer or member of the National Executive Committee who ceases to be a member of the Society shall automatically cease to be a National office bearer or member of the National Executive Committee thereof.
- h) Any National office bearer or member of the National Executive Committee may be suspended from office by a resolution of the National Executive Committee and a recommendation for his dismissal made to the members in National General Meeting **PROVIDED THAT** before such a resolution is proposed, such member shall have at least twenty one (21) days prior notice of the resolution and shall have the right to be heard at the meeting at which it is proposed.
- i) Members may by resolution reinstate or dismiss the said National office bearer or member of the National Executive Committee and where necessary fill the vacancy so created. Where a resolution to dismiss is made, such person shall from the time of such resolution cease to be an office bearer or member of the National Executive Committee of the Society.
- j) By resolution at a National General Meeting, notice of which shall have been sent to the registered office by at least twenty five (25) members at least twenty eight (28) days, prior to the date of the meeting at which it is to be proposed and duly circulated to members, members may by resolution dismiss and where necessary fill the vacancy so created any office bearer or member of the National Executive Committee whose conduct, in their opinion, has compromised the position of the Society or brought the Society into disrepute pursuant to these rules and any other rules and/or regulations of the Society; or has breached any code published by the Society or to which the Society subscribes. Such person shall from the time of such resolution cease to be an office bearer of the Society **PROVIDED THAT** before such resolution is proposed, such member shall have at least twenty one (21) days prior notice of such resolution and shall have the right to be heard at the meeting at which it is proposed.
- k) Vacancies on the National Executive Committee caused by death or resignation may be filled by the National Executive Committee temporarily until the next National General Meeting of the Society at which members shall elect persons to fill the vacancy.

19. BRANCH OFFICE BEARERS

- (a) The office bearers of each Branch of the Society shall be:

- (i) The Branch Chairman
- (ii) The Branch Vice Chairman
- (iii) The Branch Secretary
- (iv) The Branch Treasurer

All of whom shall be Full or Life Members of the Society, and shall be elected at the second succeeding Branch Annual General Meeting to be held in each year from amongst members who have for at least one year preceding the date of election been ordinarily resident within the area of that Branch and will still be so foreseeably resident for at least the next one year.

- (b) All Branch office bearers shall hold office for a period of two years from the date of election until the second succeeding Branch Annual General Meeting subject to the conditions contained in clauses (c) and (d) of this Article and shall be eligible for re-election for a second and final term of two years in that office.
- (c) Any Branch office bearer who ceases to be a member of the Society shall automatically cease to be an office bearer thereof.
- (d) Branch Office bearers may be removed from office in the same way as is laid down for the expulsion of members in this Constitution and vacancies thus created shall be filled by persons elected at the Branch General Meeting resolving the expulsion.

20. DUTIES OF BRANCH OFFICE BEARERS

- (a) BRANCH CHAIRMAN:** The Branch Chairman shall, unless prevented by illness or other sufficient cause, provide leadership and guidance to the Branch Executive Committee. Specifically, the Branch Chairman shall preside over all meetings of the Branch Executive Committee and all Branch General Meetings and be the chief spokesperson of the Branch.
- (b) BRANCH VICE-CHAIRMAN:** The Branch Vice-Chairman shall perform duties allocated by the Branch Chairman or the Branch Executive Committee, and in the absence of the Branch Chairman shall perform the duties of the Branch Chairman.
- (d) BRANCH SECRETARY:** The Branch Secretary shall be the secretary to the Branch Executive Committee. The Branch Secretary shall issue notices convening all meetings of the Branch and shall together with the Branch Secretariat be responsible for correspondence, keeping minutes and for the preservation of all registers and records of the Branch and any other duties allocated by the Branch Chairman or the Branch Executive Committee.
- (i) BRANCH TREASURER:** The Branch Treasurer shall receive all moneys due to the Branch and shall deposit the same in a bank or banks

approved by the National Executive Committee and as directed by the Treasurer of the Society; make all payments that are duly approved and keep the Branch's accounts and prepare a statement of the accounts for auditing and present the same at the Branch Annual General Meeting for the consideration by the general members of the Branch.

21. THE BRANCH EXECUTIVE COMMITTEE

- a) The Branch Executive Committee shall carry out the governance of the Branch. The Branch Executive Committee shall consist of the Branch office bearers and three other members elected by the members of the Branch. The Executive Officer of the Branch Secretariat, where one is appointed, shall be an ex officio member of the Branch Executive Committee.
- b) The Branch Executive Committee shall meet at such times and places as it shall resolve but shall in any event meet at least once in every calendar month.
- c) The quorum for meetings of the Branch Executive Committee shall be one-half of the members of the Branch Executive Committee, and which quorum presence shall include participation by real-time electronic technology.
- d) The Branch Executive Committee shall have power to appoint such committees as it may deem necessary, including committees that are along those appointed by the National Executive Committee, but as locally applicable and adaptable.
- e) The Branch Executive Committee shall give directions to the Branch Secretariat as to the manner in which they shall perform their duties.
- f) All Branch office bearers shall be elected by members at Branch General Meetings and shall hold office for a period of two years after which they shall be eligible for re-election for a second and final term of two years in that office.
- g) Any Branch office bearer or member of the Branch Executive Committee who ceases to be a member of the Society shall automatically cease to be a Branch office bearer or member of the Branch Executive Committee thereof.
- h) Any Branch office bearer or member of the Branch Executive Committee may be suspended from office by either:
 - (i). a resolution of the Branch Executive Committee and a recommendation for his dismissal made to the members in Branch General Meeting; or
 - (ii). a resolution of the National Executive Committee and a recommendation for his dismissal made to the members in National Delegates Council.

PROVIDED THAT before such a resolution is proposed, such member shall have at least twenty one (21) days prior notice of the resolution and shall have the right to be heard at the meeting at which it is proposed.

- i) Members in either a Branch General Meeting or a National Delegates Council may by resolution reinstate or dismiss the said office bearer or member of the Branch Executive Committee, and where necessary a Branch General Meeting shall fill the vacancy so created. Where a resolution to dismiss is made, such person shall from the time of such resolution cease to be an office bearer or member of the Branch Executive Committee of the Society.
- j) By resolution at a Branch General Meeting, notice of which shall have been sent to the registered office by at least ten (10) members at least twenty eight (28) days, prior to the date of the meeting at which it is to be proposed and duly circulated to members, members may by resolution dismiss and where necessary fill the vacancy so created any office bearer or member of the Branch Executive Committee whose conduct, in their opinion, has compromised the position of the Society or brought the Society into disrepute pursuant to these rules and any other rules and/or regulations of the Society; or has breached any code published by the Society or to which the Society subscribes. Such person shall from the time of such resolution cease to be an office bearer of the Society **PROVIDED THAT** before such resolution is proposed, such member shall have at least twenty one (21) days prior notice of such resolution and shall have the right to be heard at the meeting at which it is proposed.
- k) Vacancies on the Branch Executive Committee caused by death or resignation may be filled by the Branch Executive Committee temporarily until the next Branch General Meeting at which members shall elect persons to fill the vacancy.

22. THE NATIONAL DELEGATES COUNCIL

- a) There shall be the National Delegates Council, which shall be the representative consultative, deliberative and decision-making forum of the Society. The National Delegates Council shall consist of:
 - (1) All the National Officer Bearers of the Society;
 - (2) All the office bearers of each Branch of the Society;
 - (3) The Chief Member 1906 of the Society;
 - (4) The Deputy Chief Member 1907 of the Society; and
 - (5) 2 Representatives of the Council of Elders.
- b) The Executive Officer of the National Secretariat, where one is appointed, shall be an ex officio member of the National Delegates Council.
- c) A meeting of the National Delegates Council shall be a National General Meeting for purposes of this Constitution, and the provisions on the convening and presiding over a National General Meeting shall apply to it.

- d) The National Delegates Council shall meet at such times and places as it shall resolve.
- e) The quorum for meetings of the National Delegates Council shall be one third of the members of the National Delegates Council, and which quorum presence shall include participation by real-time electronic technology.
- f) Where an issue has been put before the National Delegates Council by either the National Executive Committee or a member of the National Delegates Council, and it has been considered, deliberated and decided upon by the National Delegates Council, the same shall be deemed to have been done for and on behalf of the entire membership of the Society, and only a National General Meeting or a subsequent sitting of the National Delegates Council itself can overturn the decision of the National Delegates Council.

23. THE COUNCIL OF ELDERS

- a) There shall be the Council of Elders, which shall be the advisory and dispute resolution arm of the Society. The Council of Elders shall consist of the following persons, provided that its total membership shall not exceed nine persons:
 - (1) Such number of Honorary Members of the Society as may be appointed by the National Executive Committee;
 - (2) Such number of distinguished elderly Full or Life Members of the Society as may be appointed by the National Executive Committee;
 - (3) Two immediate past National Chairmen of the Society;
 - (4) The Chief Member 1906 of the Society; and
 - (5) The Deputy Chief Member 1907.
- b) The appointed members of the Council of Elders shall hold office concurrently with the tenure of the National Executive Committee that appointed them, and shall stand terminated whenever a new National Executive Committee is elected.
- c) The Council of Elders shall consider such matters of importance to the Society as shall have come to its attention, of its own motion or emanating from any member or organ of the Society, and shall offer its advisory, reconciliatory, or mediatory input, and also any mobilization and other assistance necessary.
- d) The Council of Elders shall at its first meeting elect its Chairman, Vice Chairman and Secretary, who shall serve at the pleasure of the Council of Elders.
- e) The Council of Elders shall meet at such times and places as it shall resolve, or if so called upon by the National Executive Committee or petitioned by members.
- f) The quorum for meetings of the Council of Elders shall be one third of the members of the Council of Elders, and which quorum presence shall include participation by real-time electronic technology.

24. NATIONAL AND BRANCH GENERAL MEETINGS

- a) There shall be two classes of General Meetings at both National and Branch levels: Annual General Meetings and Special General Meetings.
- b) National and Branch General Meetings shall be held at such time and place as the respective Executive Committee shall appoint.
- c) No business shall be transacted at any National or Branch General Meeting of Society unless a quorum of members is present at the time when the meeting proceeds to business. Save as may in these rules be expressly otherwise provided, one third of the then existing members of the Society or the respective Branch being present in person, shall constitute a quorum.
- d) If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day of the following week, at the same time and place, OR to such other day and at such other time and place as the respective National or Branch Executive Committee may determine and if at such adjourned meeting a quorum is not present it shall be adjourned *sine die*.
- e) The accidental omission to give notice of a meeting and any other documents required to be circulated with the notice to, or the non-receipt by, any person entitled to receive notice and such documents shall not invalidate the proceedings at that meeting.

25. NATIONAL ANNUAL GENERAL MEETINGS

- a) The National Annual General Meeting shall be held not later than 24th March in each year.
- b) The National Executive Committee shall ensure that notice in writing of such National Annual General Meeting, accompanied by the annual statement of account and the agenda for the meeting is sent to all members by post or electronic means not less than twenty-one (21) days before the date of the meeting and where practicable, announced in a press advertisement or otherwise placed in a conspicuous place within the registered and or the official offices of the Society as is accessible to all members not less than fourteen (14) days before the date of the meeting.
- c) The agenda for any National Annual General Meeting shall consist of the following:
 - (i) Confirmation of the minutes of the previous General Meeting.

- (ii) Consideration of the annual report and accounts and the audit committee Report for the preceding year.
- (iii) Election of National Office Bearers and members of the National Executive Committee (where there are vacancies to be filled).
- (iv) Appointment of Trustees (where there are vacancies to be filled).
- (v) Appointment of auditors for the ensuing year and authorizing the National Executive Committee to fix their remuneration.
- (vi) Such other matters as the National Executive Committee may decide or as to which notice shall have been given in writing by a member or members to the Secretary General at least for 28 days before the date of the meeting.
- (vii) Any other business with the approval of the Chairman.

26. NATIONAL SPECIAL GENERAL MEETINGS

- a) A National Special General Meeting may be called for any purpose by the National Executive Committee.
- b) Notice in writing of such meeting shall be sent to all members by post or electronic means not less than twenty-eight (28) days before the date thereof and where practicable by press advertisement not less than twenty one(21) days before the date of such meeting.
- c) A National Special General Meeting may be called for any special purpose by order in writing to the Secretary General of not less than a quarter of all members for the time being and such meetings shall be held within twenty-eight (28) days of the date of the requisition.
- d) No matter shall be discussed at such meetings other than that stipulated by the National Executive Committee or stated in the requisitions.

27. BRANCH ANNUAL GENERAL MEETINGS

- a) The Branch Annual General Meeting shall be held not later than 28th February in each year.
- b) The Branch Executive Committee shall ensure that notice in writing of such Branch Annual General Meeting, accompanied by any applicable annual statement of account and the agenda for the meeting is sent to all members by post or electronic means not less than twenty-one (21) days before the date of the meeting and where practicable, announced in a press advertisement or otherwise placed in a conspicuous place within the registered and or the official

offices of the Society as is accessible to all members not less than fourteen (14) days before the date of the meeting.

- c) The agenda for any Branch Annual General Meeting shall consist of the following:
 - (i) Confirmation of the minutes of the previous General Meeting.
 - (ii) Election of Branch Office Bearers and members of the Branch Executive Committee (where there are vacancies to be filled).
 - (iii) Such other matters as the Branch Executive Committee may decide or as to which notice shall have been given in writing by a member or members to the Branch Secretary at least for 28 days before the date of the meeting.
 - (iv) Any other business with the approval of the Branch Chairman.

28. BRANCH SPECIAL GENERAL MEETINGS

- a) A Branch Special General Meeting may be called for any purpose by the Branch Executive Committee.
- b) Notice in writing of such meeting shall be sent to all members by post or electronic means not less than twenty-eight (28) days before the date thereof and where practicable by press advertisement not less than twenty one(21) days before the date of such meeting.
- c) A Branch Special General Meeting may be called for any special purpose by order in writing to the Branch Secretary of not less than a quarter of all members for the time being and such meetings shall be held within twenty-eight (28) days of the date of the requisition.
- d) No matter shall be discussed at such meetings other than that stipulated by the Branch Executive Committee or stated in the requisitions.

29. PROCEDURE AT MEETINGS

- a) At all General Meetings of the Society, the respective Chairman or in his absence the respective Vice-chairman or in the absence of both a member of the respective Executive Committee shall take the chair.
- b) At any General Meeting, a resolution put to the vote of the meeting shall be decided by a simple majority via any combination of a show of hands, secret ballot, proxy voting and also advance voting. In the case of equality of votes, the Chairman shall have a second or casting vote.

- c) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Society have been paid.
- d) The following special provisions on proxy or advance voting shall be applied by the respective Executive Committee to give maximum effect for participation:
 - (i). There shall be early voting on key motions listed in the agenda, or on election of any office bearers of the Society by persons who are resident outside Kenya, and also those who are resident in Kenya as of the time of voting but will not be able to attend to vote.
 - (ii). There shall be a maximum of 3 days of early voting via email or other electronic avenues to a central voting address and copied to selected officials for transparency, timed according to the local host time.
 - (iii). An early and proxy vote herein shall be counted as an attendance via electronic means for purposes of the quorum of the said meeting.
 - (iv). In the alternative to early voting, an absentee member may within 3 days to a General Meeting nominate in writing a proxy to vote for him at the said meeting, and the same shall be communicated to a central address and copied to selected officials for transparency.
 - (v). No absentee early vote or nomination of a proxy to vote shall be permitted, recognized or received after the stipulated host time at which the meeting should commence as per the issued notice.

30. AUDIT

- a) The National Executive Committee shall nominate and at each National General Meeting members shall by resolution appoint an independent external auditor.
- b) The remuneration of the auditor shall be set by members in National General Meeting **SAVE THAT** members may by resolution delegate the setting of the auditor's remuneration to the National Executive Committee.
- c) All the Society's accounts, records and documents shall be opened to the inspection of the auditor at any time.
- d) The treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the National Annual General Meeting.
- e) The auditor shall examine such accounts and statements and report to the National Annual General Meeting.

- f) A copy of the audit report together with such accounts and statements and the Audit committee report, if any, shall be sent to members together with the notice convening the National Annual General Meeting.
- g) No auditor shall be an office bearer or a member of the National Executive Committee or the Branch Executive Committee.

31. AUDIT COMMITTEE

- (a) The Audit Committee shall be three members elected by members at the National Annual General Meeting one of whom shall be a member of a recognized accounting qualification.
- (b) One third of the members of the Audit committee shall retire at each National Annual General Meeting but shall be eligible for re-election.
- (c) The Audit Committee shall make regular reports of the Society to the National Executive Committee on the status of the finances, programmes and controls.

32. NATIONAL SECRETARIAT

- a) There may be a National Secretariat for the Society which shall manage the day to day affairs of the Society as shall be established by the National Executive Committee, and in the absence thereof the National Executive Committee shall manage the day to day affairs of the Society.
- b) The National Secretariat, if any, shall be headed by an Executive Officer who shall be appointed by and be responsible to the National Executive Committee.

33. BRANCH SECRETARIAT

- a) There may be a Secretariat for each of the Branches of the Society which shall manage the day to day affairs of the Branch as shall be established by the National Executive Committee, and in the absence thereof the Branch Executive Committee shall manage the day to day affairs of the Society.
- b) The Branch Secretariat, if any, shall be headed by an Executive Officer who shall be appointed by the Branch Executive Committee and be responsible to both the National and Branch Executive Committees.

34. AMENDMENTS TO THE CONSTITUTION

- a) Subject to provisions in the law, amendments to the constitution and rules of this Society must be approved by at least two thirds of members present at a general meeting, both present and voting by either proxy or electronic means as provided for herein.

- b) The amendments cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

35. DISSOLUTION

- (a) The Society shall not be dissolved except by a resolution passed at a National General Meeting of members by two thirds of members, both present and voting by either proxy or electronic means as provided for herein.
- (b) No dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by at least five members of the National Executive Committee.
- (c) If the dissolution of the Society is approved by the Registrar, the Auditor shall liquidate the assets of the Society and settle its liabilities.
- (d) The balance thereof shall be donated absolutely to either Maseno School, or to any other organization whose objectives is securing the wellbeing and interests of either Maseno School, or its alumni, or its present students, or to any such combination as resolved by the meeting at which the dissolution resolution is passed.

36. INSPECTION OF BOOKS OF ACCOUNTS AND DOCUMENTS PERTAINING TO THE SOCIETY

All documents pertaining to the Society, including the books of accounts and registers of members, and minutes of general meetings, shall be available for inspection at the registered office of the Society by any member who has given not less than seven (7) days notice in writing of the intention to undertake the inspection.