

CONSTITUTION AND RULES

PROPOSED

DEFINITIONS:

Member:

- i. Committee

1. NAME

The name of the Association shall be Kenya Automotive Security Association (In this constitution referred to as "the Association")

2. OBJECTIVES

- a) To lobby the government to provide for policies that guarantee efficiency in the industry and acts as overall regulator.
- b) To form alliances with insurance companies and financiers, with the aim of creating a forum for inter – industrial consultation and maintain standards.
- c) To establish the industry's standards of best practice in order to safe guard its long term sustainability
- d) To develop a code of ethics to monitor what every player is doing and set a benchmark of quality.
- e) To control and regulate fraudulent players in the industry.
- f) To develop innovative and practical ways of solving problems stemming from the motor security industry and jointly pool resources for further development industry players (e.g. develop a website and advertisement)
- g) To assess and quantify the value added to vehicle owners after installation of the security equipment as required by the regulator.
- h) To identify with the relevant authorities (CCK, KEBS, AKI, Ministry of transport, NTSA, Kenya Bankers Association) thereafter develop an official standard certificate.

3. MEMBERSHIP

- a) Any organization that is:
 - i. Registered with the registrar of companies
 - ii. Car Security and accessories dealers with a fitting center
 - iii. Compliant to the government requirements (VAT, PIN NO.)
 - iv. Has a seal from the Association and a certificate issued by KASA
- b) An organization shall be eligible for membership of the Association and shall, subject to the approval of the committee become a member on payment of a non – refundable entrance fee of Sh 50, 000.
- c) Every member shall pay a non- refundable monthly subscription of Sh 2,000 not later than the 15th day of each month.
- d) Installation certificate shall bear KASA'S seal.

TERMINATION OF MEMBERSHIP

- a) Any member desiring to resign from the association shall submit his resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.
- b) Any member may be expelled from membership if the committee so commends and if a general meeting of the Association shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Association, or that he has contravened any of the provisions of the constitution of the Association. **A two-third majority quorum** shall have power to suspend a member from his membership until the next general meeting of the Association following such suspension, a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered.
- c) Any member who resigns or is removed from membership shall not be entitled to a refund of his subscription (as stipulated in **3a, b and c**) or any part thereof or any moneys contributed by him at any time (not investments).
- d) Any member who fails into arrears with his monthly subscription for more than six months shall automatically cease to be a member of the Association and his name shall be struck off the register of members. The committee may, however, at its discretion, reinstate such a member on payment of the total amount of subscription outstanding or otherwise stated.

4. OFFICE BEARERS

- a) The office bearers of the association who shall be eligible for election shall be fully paid up members.
 - i. Chairman
 - ii. Vice chairman
 - iii. Organizing Secretary
 - iv. Secretary
 - v. Treasurer
 - vi. 2 Committee

These members shall be fully paid up members of the Association and shall be elected at the 3rd annual general meeting. The general meeting is to be held in each year (See also rule **6b** below). All office bearers are to hold their positions for a period of 3 years office term and are eligible for re election for a final period of 3 years.

- b) All office bearers shall hold office from the date of election until the succeeding 3rd annual general meeting subject to the conditions contained in **(c)** and **(f)** of this rule but shall be eligible for re election for a final second term of 3 years.
- c) Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer there of.

- d) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule 3 (f) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

5. DUTIES OF OFFICE BEARERS

A. CHAIRMAN

The chairman shall, unless prevented by illness or other sufficient cause, preside over all meeting of the committee and at all general meeting.

B. VICE CHAIRMAN

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

C. ORGANIZING SECRETARY

The organizing secretary shall arrange for the organization of meetings and group events. He shall be responsible for booking of venues and facilitating other related arrangements in consultation with the committee. The organizing secretary shall also monitor tasks and targets set during meetings.

D. SECRETARY

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

E. TREASURER

The treasurer shall receive and shall disburse, under the directions of the committee, all moneys belonging to the Association and shall issue receipt for all moneys received and paid by the Association are written up, preserved and available for inspection.

6. THE COMMITTEE

- a) The executive committee shall consist of all the office bearers of the Association and 2 other fully paid up members elected as committee members at the annual general meeting after 3 years; such committee shall hold office until the 3rd annual general meeting. The membership shall meet as such times and places as it shall resolve but shall meet not less than once in any three months.
- b) Any casual vacancies for members of the committee caused by death or the committee shall fill resignation until the next annual general meeting of the association. Vacancies caused by members of the committee removed from office will be dealt with as shown in the rule 4(d).
- c) Vacancies of office bearers will be decided by consultation of committee members.

7. DUTIES OF THE COMMITTEE

- a) The committee shall be responsible for the management of the Association and for the purpose may give directions to the bearers as two- thirds majority of the quorum shall have power to appoint a sub committee as it may deem desirable to make reports to the committee upon which such action shall be taken as seems to the committee desirable
- b) All moneys disbursed on behalf of the Association shall be authorized by the committee expected as specified in rule 12(e).
- c) The quorum for the meetings of the committee shall be not less than two – thirds members.

8. GENERAL MEETINGS

- a) There shall be two classes of meetings: Annual General Meeting and General Meeting.
- b) (1). The Annual General Meeting shall be held not later than 31st August of every year.
Notice in writing of such annual general meeting, accompanied by the annual statement of account(see the rule 11 (b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and, where practicable, by press advertisement not less than 14 days before the date of the meeting
- (2). The agenda for any annual general meeting shall consist of the following:
 - i. Confirmation of the minutes of the previous annual general meeting
 - ii. Consideration of the account
 - iii. Election of office bearers and the committee members (after a term of three years).
{Trustees where necessary in accordance with Rule 10a}
 - iv. Appointment of auditors in accordance with rule 11a
 - v. Such other matters as the committee may decide or as to which a member or members shall have given notice in writing to the secretary at least 4 weeks before the date of the meeting.
 - vi. Any other business with the approval of the chairman.
- c) General meetings:
 - i. May be called by the committee for any specific purpose. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting.
 - ii. May also be requisitioned for a specific purpose by order in writing to the secretary of not less than a third members and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as shown in Rule 8c and no matter shall be discussed other than that stated in the requisition.
- d) Quorum for general meetings shall not be two- thirds of the registered members of the Association.

9. PROCEDURE AT MEETINGS

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

10. TRUSTEES

- a) All land, building and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than 3 trustee who shall be members of the Association and shall be appointed at annual general meeting for a period of 3 years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and shall be filled at the same on next general meeting.
- b) The trustees shall pay all income received from property vested in the trustees to the treasurer. Any expenditure in respect of such property, which in the opinion of the trustees is necessary or desirable, shall be reported by the trustees to committee, which shall authorize expenditure of such moneys as it thinks fit.

11. AUDITOR

- a) An Auditor shall be appointed for the following year by the annual general meeting. All the associations account, records and documents shall be opened to the inspection of the auditor at any time. The treasurer shall produce an account of his receipts and payment and a statement of assets and liabilities made up to a date, which shall not be less than 6 weeks and not more than 3 months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law.
- b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice of convening the annual general meeting is sent out. An auditor may be paid such honorarium for the annual general may resolve his duties as meeting appointing him.
- c) No auditor shall be an office bearer or a member of the committee of Association.

12. FUNDS

- a) The funds of the Association may only be used for the purposes that are within the objectives of the Association.
- b) All moneys and funds shall be received by and paid to the treasurer and shall be deposited by him in the name of the Association in any bank or banks approved by the committee.
- c) No payment (upon the budget shall be made out of the bank account without a resolution of the committee authorizing such payment and the treasurer and 2 other office bearers of the Association who shall be appointed by the committee
- d) The annual general meeting and the subsidiary budget by the general meetings should also approve the budget/ payment.

- e) A sum agreed to by the office bearer may be kept by the treasurer for petty disbursement of which proper accounts shall be kept.
- f) All payments shall be made directly to the bank and banking slips presented to the treasurer. ONLY Cash payments or bankers cheque is eligible to certificates immediately other cheque payments shall wait clearance before issuing a certificate.
- g) The financial year of the Association shall be from 30th June of the following year.

13. SECRETARIAT

The chairman shall have power to suspend the secretariat who he has reasonable cause to believe is not conducting him or herself in appropriate manner and shall have power to nominate another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than 2 months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.

14. AMMENDMENTS OF THE CONSTITUTION

Amendments to the constitution of the Association must be approved by at least a two thirds majority of the members at a general meeting of the association. **They can not however, be implemented without the prior consent in writing of the registrar, claimed upon.** Application to him in writing and signed by 3 of the office bearers.

15. DISSOLUTION

- a) The Association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two thirds of the members present. The quorum at the meeting shall be as shown in rule **8(d)**. If no quorum is obtained the proposal to dissolve the Association shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Association at least 14 days before the day of the meeting. The quorum for this second meeting shall be the number of the members present.
- b) **When the dissolution of the Association has been approved by the registrar**, no further action shall be taken by the committee or any office bearer of the Association other than to get in and liquidate cash for cash all the assets of the Association, in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

16. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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