



## MOUNT KENYA UNIVERSITY ALUMNI ASSOCIATION CONSTITUTION

**APPROVED BY UNIVERSITY COUNCIL ON 16<sup>TH</sup> JUNE 2017**

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## **Preamble**

We, the Alumni of Mount Kenya University—

**ACKNOWLEDGING** the supremacy of the Almighty God of all creation;

**HONOURING** those who founded and established the Mount Kenya University;

**PROUD** of the graduates of Mount Kenya University,

**RESPECTFUL** of graduates from other universities, and friends, who are interested in identifying with Mount Kenya University;

**CONVINCED** of the need to promote socio-economic and intellectual interaction within the Alumni and with Mount Kenya University;

**DESIROUS** to establish collaborative links with other Alumni bodies and organisations in Kenya and beyond;

**SUBMISSIVE** to the relevant provisions in the University Charter;

**ADOPT, ENACT** and **GIVE** this constitution to ourselves and to our future generations.

## Definition of Terms

In this constitution the words hereunder have the meanings described unless the context indicates otherwise:

- Active member** - An ordinary member who has verifiable evidence of participating, within the last 12 months, in at least 25% of the published activities and communications of the Association (for example, attending meetings and events; responding to surveys and communications; contributing ideas or resources; providing service; marketing and student referrals) or such other criteria as may be determined from time to time and approved by the delegates at an AGM.
- AGM** - An annual general meeting (also captured as Annual Delegates Meeting )at which all the delegates of the Association are expected to attend.
- Alumni** - The collective group of male and female graduates after their first occasion of being conferred a degree or any other award by Mount Kenya University.
- Alumni Association** - The organisation which members of the alumni, universally or at the approved regions, have voluntarily constituted and subscribed to in order to further their cause as articulated in this Constitution and as provided for in Article 36 of the University Charter.
- Alumni Council** - A body established by the University Council on recommendation by the University Senate to coordinate and guide the Alumni and its various chapters.
- Alumni Executive Officer** - A person appointed to head an Alumni Secretariat at either the apex or regional offices.
- Alumni Regional Board** - A group of elected officials charged with running the Alumni Association at each defined and approved region of the University.
- Budget** - A statement of the Association's revenue and expenditure estimates, normally annual.
- Chairperson** - A person of either gender so elected to the office of Chairperson of the Association or constituent management organs as the context dictates. This definition applies, with the requisite contextual modification, to the office of Treasurer, Secretary and others provided for by this constitution.
- Charter** - Mount Kenya University Charter, 2011
- Convocation** - A formal assembly of all graduating students including their families and friends, convened by the university management.
- EGM** - An extraordinary general meeting (**also captured as Extraordinary Delegates Meeting**) at which all the delegates of the Association are expected to attend.
- Electoral Commission** - Persons of high integrity and competence on electoral matters appointed by the designated University Alumni Authority responsible for the Alumni to conduct and supervise an election of the Association.

- Financial Year** - The calendar period from 1<sup>st</sup> January to 31<sup>st</sup> December, aligned to that of the University unless otherwise decided by a general meeting, at which the books of accounts of the Association are closed and audited.
- Graduate** - A person upon whom a degree or other award has been conferred by the University or another approved university.
- He** - The masculine word and its derivatives have the same meaning and intent as the equivalent feminine words.
- Management Organ** - Includes the Alumni Council, Alumni Regional Board, and any other management structure created by this constitution or that the Alumni Council may establish from time to time.
- Member** - A person or institution whose name appears in the Register of Members of Alumni Association having met the requirements established by this constitution.
- Permanent member** - A member belonging to the membership category Ordinary.
- Returning Officer** - A person of high integrity and competence on electoral matters appointed by the University Alumni Authority responsible for the Alumni to conduct and declare results of elections.
- The University** - Mount Kenya University
- University Alumni Authority** - The Deputy Vice-Chancellor or such other officer appointed by the University Council to be responsible for the Alumni.
- Voting Member** - A member who is eligible to vote at a general meeting (AGM or EGM) belonging to either Ordinary, Associate, Partner, or Corporate membership category.

## **Article 1. Supremacy and Interpretation of the Constitution**

### **1.1 Supremacy of the Constitution**

1.1.1 This constitution shall be the supreme law of the Association and any other regulation or by-law made by the organs of the Association that is inconsistent the constitution shall be null and void to the extent of that inconsistency. This constitution is subject to the national Constitution of Kenya, national statutes and the university charter.

### **1.2 Interpretation of the Constitution**

1.2.1 This constitution shall be interpreted in a manner that:

- (a) Advances the preamble statement and the principles of intent of this constitution.
- (b) Avoids the technicalities which defeat the purpose of this constitution.

1.2.2 No person shall arrogate any authority to oneself which does not emanate from this constitution.

1.2.3 A person or authority interpreting this constitution may refer to matters and facts, which will assist in the purposive interpretation of this constitution.

## **Article 2. Name of the Association**

2.1 The name of the Association, pursuant to Article 36(1) of the University Charter, shall be, “**Mount Kenya University Alumni Association**”, hereinafter referred to as “the Association”. The abbreviation shall be “**MKUAA**”.

2.2 The Association shall be non-political.

2.3 The registered office of the Association shall be deemed to be that of the University, unless as may otherwise be determined in writing by the University Council.

## **Article 3. Vision and Mission Statements**

### **3.1 Vision**

3.1.1 To have a perpetual inspired community of scholars, alumni and university management who are positively and significantly impacted by effective programmes of the Association.

### **3.2 Mission**

3.2.1 To be the preferred focal point for sustained efforts for mobilising the alumni and resources towards supporting effective programmes that promote the university objectives.

### **3.3 Objectives**

- 3.3.1 The general objectives of the Association, pursuant to Article 36(3) of the University Charter, include:
- (a) To promote mentorship of the current students by the alumni.
  - (b) To promote mobilisation of scholarships and resources to support gifted needy students and advancement of scholarly research.
  - (c) To promote the interests of members and networking for opportunities in business, employment, research, academic and social spheres.
  - (d) To promote scholarly and professional excellence in line with the vision and mission of the University.
  - (e) To promote generally the influence of the Association in the University, and beyond.
- 3.3.2 The Association shall, from time to time, devise strategies and undertake such activities deemed necessary and consistent with the aims and objectives of the Association.

### **3.4 Core Values**

- 3.4.1 The alumni have, collectively and individually, a cardinal responsibility to build a community of superior learners in this and subsequent generations.
- 3.4.2 The aim of advancing knowledge is towards enhancing the livelihoods of mankind.
- 3.4.3 Every leader and office holder shall demonstrate that the authority assigned:
- (a) Is a public trust to be exercised in a manner that- is consistent with the purposes and objects of this Constitution; demonstrates respect for the people; brings honour to the Association and dignity to the office; and promotes public confidence in the integrity of the office.
  - (b) Vests in the office holder the responsibility to serve the people, rather than the power to rule them.
- 3.4.4 Every leader and office holder shall demonstrate at least the following leadership and integrity qualities:
- (a) Personal integrity, competence and suitability as the basis of appointment through election or otherwise.
  - (b) Objectivity and impartiality in decision making, and in particular ensuring decisions are not influenced by nepotism, ethnicity, favouritism, other improper motives or corrupt practices.

- (c) Selfless service based solely on the alumni interest, demonstrated by- honesty in the execution of alumni duties; and the declaration of personal interest that may conflict with alumni duties.
- (d) Accountability to the alumni for decisions and actions.
- (e) Discipline and commitment in service to the people.

## **Article 4. Membership**

### **4.1 Categories of Membership**

4.1.1 The categories of membership and eligibility criteria are:

- (a) Ordinary Member- shall be a graduate of Mount Kenya University.
- (b) Associate Member- shall be an employee of Mount Kenya University who is a graduate of another university or higher education institution.
- (c) Affiliate Member- shall be a person who wishes to identify with Mount Kenya University but is not a graduate or employee of the University.
- (d) Corporate Member- shall be an institution or development partner organisation that wishes to identify with the Association.
- (e) Honorary Member- shall be an influential individual in the society who has made or is likely to make a distinguished contribution towards the objectives of the Association.

### **4.2 Application for Membership**

4.2.1 The graduates of Mount Kenya University automatically become ordinary members upon payment of the prescribed Alumni fee as part of the graduation fee. They may be required to provide additional pertinent information or data that has hitherto not been captured by the University.

4.2.2 Applications for the various categories of membership, except for ordinary or honorary membership, shall be submitted to the Alumni Regional Board and ratified at a General Meeting. The General Meeting may reject or approve such applications and is not required to give reasons for such decisions.

4.2.3 Honorary membership shall be proposed by the Alumni Regional Board, ratified by an AGM and granted by the Alumni Council if satisfied.

### **4.3 Cessation of Membership**

4.3.1 A member will cease membership of the Association upon any of the following conditions:

- (a) Death

- (b) Resignation, if not a permanent member
  - (c) Disciplinary action resulting into an expulsion, if not a permanent member
  - (d) The certificate for an academic award is rescinded
- 4.3.2 Any member who ceases membership shall not be entitled to refund of any monetary or contribution in-kind made by him. Neither are such contributions transferable.

#### **4.4 Membership Fees**

- 4.4.1 There shall be levied membership fee, as part of graduation fees or such other format as may be determined from time to time by the University Council, in consultation with Alumni Council.
- 4.4.2 The membership shall only be valid upon payment of the prescribed fee, as appropriate.

#### **4.5 Contributions Towards Activities and Projects**

- 4.5.1 The Association will solicit and mobilise resources and contributions from the members and non-members towards its activities and projects.

### **Article 5. Obligations, Rights and Privileges of Members**

#### **5.1 Personal Conduct**

- 5.1.1 Every member shall, at all times, conduct himself in an orderly and respectful manner that promotes unity, harmony and trust.
- 5.1.2 Every member shall respect the Association, Alumni Regional Board, Alumni Council and any other organs, including decisions and actions legally taken by them as established in this constitution.
- 5.1.3 A member shall behave, whether in public or private life, self or in association with other persons, in a manner that avoids:
- (a) Any conflict between personal interests and public or official duties.
  - (b) Compromising any public or official interest in favour of a personal interest.
  - (c) Demeaning any office the member may hold.
- 5.1.4 No member of the Association, except with the express permission of the Alumni Council, shall act, speak, behave or print matters suggesting that he represents the Association.
- 5.1.5 Every member shall respect the property owned by the Association and the University. Any member who causes malicious damage to such property shall be subject to disciplinary action.

5.1.6 A person who contravenes the code of conduct, as severally described in this Constitution, shall be subject to disciplinary action.

## **5.2 Financial Obligations**

5.2.1 Every member will be encouraged to honour his financial obligations as and when they fall due.

## **5.3 Rights and Privileges**

5.3.1 Every member shall have the right to be heard, provided such a right shall not infringe on the rights of others.

5.3.2 Every member shall have a right to receive or enjoy services that the members have and may jointly develop and subscribe to from time to time.

5.3.3 The books of account and all documents relating thereto and a list of members of the Association shall be available for inspection at the registered office of the Association by any officer or member of the Association on giving not less than seven days' notice in writing to the appropriate Alumni Regional Board.

## **5.4 General Obligations of All Members**

5.4.1 Every member shall abide by this Constitution and any resolution that may be made from time to time in accordance with this Constitution.

5.4.2 Every member shall attend meetings when notified, except the Honorary Members who are expected to attend by invitation.

## **Article 6. Management Structure**

### **6.1 Management Organs**

6.1.1 The principal management organs of the Association are:

- (a) Alumni Council
- (b) Alumni Delegates Assembly
- (c) Alumni Secretariat
- (d) Alumni Regional Board
- (e) Alumni Regional Assembly
- (f) Alumni Regional Secretariat

## **6.2 Alumni Council**

### **(i) Mandate**

6.2.1 The Alumni Council shall be the supreme management organ of the Association. It shall have the mandate to:

- (a) Coordinate and provide policy guidelines to the Association, in accordance with the delegated authority of the University Council
- (b) Recommend to the University Council, through the Senate, the creation of the various regional chapters of the Alumni, based on constituent campuses of the University or any other criteria that the University Council may determine appropriate
- (c) Establish management organs necessary to achieve the aims and objectives of the Association
- (d) Prepare strategic plans and annual budgets of the Association
- (e) Source funds and borrow monies to finance projects of the Association
- (f) Open and operate bank accounts
- (g) Award scholarships to potential beneficiaries
- (h) Recommend to the University Council, through the Senate, persons to be appointed honorary members

### **(ii) Composition**

6.2.2 The Alumni Council shall be composed of elected officials and nominees of the University Council as follows:

- (a) Chairperson
- (b) Vice-Chairperson
- (c) Treasurer
- (d) Secretary
- (e) Welfare and Membership Coordinator
- (f) Resources Mobilisation Coordinator
- (g) Projects Coordinator
- (h) Three (3) persons appointed by the University Council
- (i) The University Alumni Authority responsible for alumni (ex-officio)
- (j) Two representatives drawn from each Alumni Regional Board, one of whom shall be the Regional Chairperson

6.2.3 The Alumni Council may co-opt up to five (5) members in order to bring in certain expertise, or take into account persons with special needs, or off-set any desirable and statutory imbalances be it gender or otherwise.

**(iii) Operations**

6.2.4 The Alumni Council shall meet at such times and places as it shall resolve but shall meet at least twice a year.

6.2.5 The Alumni Council shall be governed in accordance with policy decisions of the University Council.

**6.3 Alumni Delegates Assembly**

**(i) Composition**

6.3.1 The Alumni Delegates Assembly shall comprise the entire members of the regional boards and the Alumni Council.

**(ii) Mandate**

6.3.2 The Alumni Delegates Assembly, convened either as an annual general meeting (AGM) or an extraordinary general meeting (EGM), shall have the mandate to:

- (a) Recommend to the Alumni Council the creation of regional chapters, based on the established criteria
- (b) Create standing committees
- (c) Amend and ratify the constitution
- (d) Review the policies of the Alumni
- (e) Declare a vote of no-confidence on any official for non-performance or violating the constitution
- (f) Approve strategic plans and annual budgets of the Association
- (g) Deliberate on any other matters referred to it by the Alumni Council or the Vice Chancellor

**6.4 Alumni Secretariat**

**(i) Mandate**

6.4.1 There shall be established an Alumni Secretariat, which shall provide administrative support to the Alumni Council in executing its mandate.

6.4.2 In providing that support, the Alumni Secretariat shall be responsible and accountable to the Alumni Chairperson, or a person appointed by him from amongst the Alumni Council.

**(ii) Composition**

6.4.3 The Alumni Secretariat shall comprise at least the following positions:

- (a) Alumni Executive Officer
- (b) Alumni Administrative Assistant

6.4.4 The University Council shall, upon recommendation by the Senate, determine whether the positions in the Alumni Secretariat will be filled by hiring new staff or secondments by the University, and whether the positions are part-time or full-time, subject to workload demands.

**(iii) Operations**

6.4.5 The University Council shall provide office space and associated facilities for the effective performance of the Alumni Secretariat.

**6.5 Alumni Regional Board**

**(i) Mandate**

6.5.1 There shall be created in each region an Alumni Regional Board, which shall have the mandate to:

- (a) Discuss and execute policy matters on behalf of the Alumni Regional Assembly or Alumni Delegates Assembly
- (b) Maintain discipline within the regional Alumni chapter
- (c) Prepare strategic plans and annual budgets for the regional Alumni
- (d) Source funds and borrow monies to finance projects in the region, with the approval of the Alumni Council
- (e) Open and operate bank accounts as may be approved by the Alumni Council
- (f) Recommend award of scholarships to potential beneficiaries
- (g) Incur expenditure in accordance with the approved budget by the Alumni Regional Assembly
- (h) Form any ad-hoc committees
- (i) To furnish a report at each AGM of the Alumni Regional Assembly on the region's activities during the previous year

**(ii) Composition**

6.5.2 The Alumni Regional Board at each region shall comprise the following:

- (a) Regional Chairperson
- (b) Regional Vice-Chairperson
- (c) Regional Treasurer

- (d) Regional Secretary
- (e) Regional Welfare and Membership Coordinator
- (f) Regional Resources Mobilisation Coordinator
- (g) Regional Projects Coordinator

6.5.3 The elected Alumni Regional Board members may co-opt into the Alumni Regional Board not more than five (5) members in order to bring in certain expertise, take into account persons with special needs, or off-set any desirable and statutory imbalances be it gender or otherwise.

6.5.4 The Alumni Regional Board members shall be fully paid up members of the Alumni and shall be elected by the respective Alumni Regional Assembly.

## **6.6 Alumni Regional Assembly**

### **(i) Composition**

6.6.1 The Alumni Regional Assembly shall comprise the entire members of the Association in a given region.

### **(ii) Mandate**

6.6.2 The Alumni Regional Assembly, convened either as an annual general meeting (AGM) or an extraordinary general meeting (EGM), shall have the mandate to:

- (a) Create regional standing committees
- (b) Propose amendments to the constitution
- (c) Review the policies of the Alumni
- (d) Declare a vote of no-confidence on any regional official
- (e) Approve strategic plans and annual budgets for the region
- (f) Deliberate on any other matters referred to it by the Alumni Council or Alumni Delegates Assembly

## **6.7 Alumni Regional Secretariat**

### **(i) Mandate**

6.7.1 There shall be established in each region an Alumni Regional Secretariat, which shall provide administrative support to the Alumni Regional Board in executing its mandate.

6.7.2 In providing that support, the Alumni Regional Secretariat shall be responsible and accountable to the Alumni Regional Chairperson, or a person appointed by him from amongst the Alumni Regional Board.

## **(ii) Composition**

6.7.3 The Alumni Regional Secretariat shall comprise at least the following positions:

- (a) Alumni Regional Executive Officer
- (b) Alumni Regional Administrative Assistant

6.7.4 The Alumni Council shall determine whether the positions will be filled by hiring new staff or secondments by the University, and whether the positions are part-time or full-time, subject to workload demands.

## **(iii) Operations**

6.7.5 The University Council shall provide office space and associated facilities for the effective performance of the Alumni Regional Secretariat.

## **Article 7. Duties and Facilitation of Office Bearers**

### **7.1 Duties**

7.1.1 The generic duties for the various offices of the Alumni Council and its constituent management organs are described below.

7.1.2 The Chairperson's duties include:

- (a) To be the executive head and official spokesman
- (b) To be an ex-officio member of all committees
- (c) To convene an emergency meeting in consultation with the secretary
- (d) To keep the official seal
- (e) To represent the Association in dealing with external parties
- (f) To preside over the pertinent meetings
- (g) To sign the minutes of each meeting once they are approved
- (h) In conjunction with the Treasurer or Secretary, to sign all financial transactions and cheques on behalf of the Association

7.1.3 The Vice Chairperson's duties include:

- (a) To assist the Chairperson in all his duties and to act on behalf of the Chairperson during his absence
- (b) To act as Chairperson in case of incapacitation or resignation of the Chairperson until the next elections as provided for under this Constitution. While acting in this position, to receive the privileges ordinarily due to the Chairperson

7.1.4 The Secretary's duties include:

- (a) To maintain records, papers and membership register of the Association

- (b) To deal with all correspondence of the Association
- (c) To prepare an annual report for submission to all members of the Association during the AGM
- (d) To be a signatory to the Association financial transactions
- (e) To play the role of the public relations officer
- (f) To receive proposed agenda items from the members to be considered at general meetings
- (g) To prepare and circulate the agenda for management committee and general meetings.
- (h) To issue notices for management committee and general meetings
- (i) To record and minute the proceeding of all meetings, and to sign the Minutes once they are approved

7.1.5 The Treasurer's duties include:

- (a) To keep proper accounts of all monies received and expended
- (b) To prepare and submit a statement of account at the management committee meetings
- (c) To prepare a statement of receipts and payments, and a statement of assets and liabilities to be audited by the auditor and to be presented at the AGM
- (d) To prepare a list of debtors and creditors to be presented at the AGM
- (e) To receive and bank all money belonging to the Association
- (f) To make payments with the approval of the management committee
- (g) To prepare and present annual audited accounts to the AGM
- (h) To be a signatory to all financial transactions

7.1.6 The duties of the Welfare and Membership Coordinator include:

- (a) To spearhead recruitment drives of members
- (b) To organise social functions
- (c) To develop welfare schemes that would promote the well-being of the members

7.1.7 The duties of the Resources Mobilisation Coordinator include:

- (a) To spearhead recruitment drives of partners
- (b) To spearhead campaigns for mobilising funds, expertise and other forms of assets
- (c) To spearhead exploitation of knowledge as an asset

7.1.8 The duties of the Projects Coordinator include:

- (a) To coordinate projects being undertaken by the Association
- (b) To advise on viable projects and programmes that the Association could undertake

## **7.2 Facilitation for Members**

7.2.1 The Alumni Council and Alumni Regional Board may be facilitated as may be determined from time to time by the Alumni Delegates Assembly, provided that such facilitation is reasonable and sustainable.

## **Article 8. Meetings**

### **8.1 Types of meetings**

8.1.1 The types of meetings of the Association are:

- (a) Alumni Delegates Assembly
- (b) Alumni Regional Assembly
- (c) Alumni Council Meeting
- (d) Alumni Regional Board Meeting
- (e) Committee Meeting

### **8.2 Alumni Delegates Assembly**

8.2.1 The Association shall hold an annual general meeting, to be known as “Alumni Delegates Assembly”, in June every year, or such a month as may be determined by the Alumni Council, but shall be within six months after the end of the financial year.

8.2.2 The Alumni Delegates Assembly shall be convened by the Secretary at the request of the Chairperson. Notice of the meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting. The notice shall be served as provided for in clause 13.6 below.

8.2.3 The agenda for the Alumni Delegates Assembly meeting shall comprise:

- (a) Confirmation of the minutes of the previous annual general meeting
- (b) Consideration and approval of the accounts
- (c) Election of Alumni Council members
- (d) Such other matters as the Alumni Council may decide or for which notice shall have been given by members, provided such notice shall reach the secretary at least 14 days before the date of the meeting

8.2.4 The Alumni Delegates Assembly may also be convened as an extraordinary general meeting for a specific purpose by the Alumni Council or by not less than a third of the fully paid up permanent members in writing to the Secretary. Notices shall be served 14 days before the meeting and the meeting shall be held within 30 days of the initiating request.

### **8.3 Alumni Regional Assembly**

8.3.1 Each region of the Association shall hold an annual general meeting, to be known as “Alumni Regional Assembly”, in every year before the scheduled Alumni Delegates Assembly meeting.

8.3.2 The Alumni Regional Assembly shall be convened by the Regional Secretary at the request of the Regional Chairperson. Notice of the meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members in the region not less than 21 days before the date of the meeting. The notice shall be served as provided for in clause 13.6 below.

8.3.3 The agenda for the Alumni Delegates Assembly meeting shall comprise:

- (a) Confirmation of the minutes of the previous annual general meeting
- (b) Consideration and approval of the accounts
- (c) Election of Alumni Regional Board members
- (d) Such other matters as the Alumni Regional Board may decide or for which notice shall have been given by members, provided such notice shall reach the secretary at least 14 days before the date of the meeting

8.3.4 The Alumni Regional Assembly may also be convened as an extraordinary general meeting for a specific purpose by the Alumni Regional Board or by not less than a third of the fully paid up permanent members in writing to the Regional Secretary. Notices shall be served 14 days before the meeting and the meeting shall be held within 30 days of the initiating request.

### **8.4 Alumni Council Meetings**

8.4.1 The Alumni Council shall meet at such times and places as it shall resolve but shall meet at least twice a year.

8.4.2 The quorum for Alumni Council meetings shall be at least one half of the members.

8.4.3 Notice and Agenda of such meetings shall be given at least 14 days before the date of the meeting.

## **8.5 Alumni Regional Board Meetings**

- 8.5.1 The Alumni Regional Board shall meet at such times and places as it shall resolve but shall meet at least quarterly in a year.
- 8.5.2 The quorum for Alumni Regional Board meetings shall be at least one half of the members.
- 8.5.3 Notice and Agenda of such meetings shall be given at least 14 days before the date of the meeting.

## **8.6 Committee Meetings**

- 8.6.1 The committees as may be established under this Constitution shall meet at such times and places as may be specified by the appointing authority upon their inception.
- 8.6.2 The appointing authority shall formulate the terms of reference including composition, duties, duration, and quorum requirements for each committee so established.

## **8.7 Chairing at Meetings**

- 8.7.1 At all meetings of the Association the Chairperson shall preside or in his absence the Vice Chairperson. And in their absence a member of the pertinent committee elected by the meeting shall take the chair.
- 8.7.2 The Chairperson shall decide the number of persons permitted to speak in favour or against any motion.

## **Article 9. Additional Provisions for General Meetings**

### **9.1 Attendance**

- 9.1.1 Those entitled to attend the general meetings of the Association shall be:
  - (a) All members of the Association in person or by proxy as provided for in clause 9.5.
  - (b) At the discretion of the Chairperson, any number of observers, who may address the meeting at the invitation of the Chairperson but shall not vote.

### **9.2 Quorum**

- 9.2.1 The quorum at all general meetings shall be at least 25% of the active members, including members attending by proxy, or such other criteria as may be determined from time to time and approved at a general meeting, who are present thirty minutes after the time notified for the meeting or within such other time as may be agreed by all members then present.

- 9.2.2 If no quorum is obtained at a scheduled general meeting, a second meeting shall be convened within 30 days from the date of the general meeting.
- 9.2.3 Notice of the second general meeting shall be given to all Voting Members at least 14 days before the date of the meeting.
- 9.2.4 The quorum for the second meeting shall be the number of voting members present, including those by proxy, and who are present thirty minutes after the time notified for the meeting or within such other time as may be agreed by all members then present.

### **9.3 Voting at General Meeting**

- 9.3.1 At any AGM or EGM only Voting Members shall be entitled to vote.
- 9.3.2 Every Voting Member is entitled to one vote for each resolution on the agenda. But before a vote is taken any Voting Member present or by proxy where so entitled can demand voting by poll.
- 9.3.3 If a poll is demanded then it shall be conducted on the basis of Voting Rights as specified in clause 9.4.
- 9.3.4 Voting for each resolution on the agenda, including elections, shall be through a secret ballot. The AGM may adopt another voting method provided that: there is a consensus; and the system is simple, accurate, verifiable, secure, accountable, transparent, and takes into account persons with disabilities or special needs.
- 9.3.5 Resolutions shall be decided by a simple majority, unless explicitly stated otherwise in the clause of this Constitution originating the issue that is the subject of a vote. In the case of an equality of votes the Chairperson shall have a second or casting vote.

### **9.4 Voting Rights**

- 9.4.1 A system of Voting Rights shall be used to conduct a voting by poll, or sharing out any benefits that the Alumni Council may consider meriting a proportionate distribution method, using a formula that shall have hitherto been proposed by the Alumni Council and approved by the Alumni Delegates Assembly.

### **9.5 Letters of Proxy and Representation**

- 9.5.1 Letters of proxy, and letters of representation shall only apply to permanent members.
- 9.5.2 Letters of proxies, and letters of representation in the case of corporate members, shall be deposited with the Secretary at least 48 hours before the meeting and shall be in the form prescribed by the Alumni Council to be valid.
- 9.5.3 Letters of proxy and representation may be valid for all meetings until revoked and may name more than one person, in which case the person present at the meeting whose name appears first in the letter shall be the proxy or representative.

## **9.6 Procedure for Special Resolutions**

- 9.6.1 A Voting Member may give notice to the Alumni Council or relevant Alumni Regional Board, as the case might be, specifying his intention to propose a special resolution at a general meeting.
- 9.6.2 Every special resolution shall be signed by the respective Chairperson and Secretary. A copy of the duly executed Special Resolution shall be deposited with the Alumni Council.

## **9.7 Minutes of Meeting**

- 9.7.1 All issues raised and decisions made at the AGM or EGM shall be recorded in the Minutes book which shall be signed by the respective Chairperson and the Secretary once they are confirmed at a general meeting.

## **Article 10. Elections**

### **10.1 Nomination of Main Office Bearers**

- 10.1.1 Only a fully paid-up ordinary member of the Association is eligible for election to any elective office.
- 10.1.2 Nomination of candidates for all elective offices shall be made by completing the official nomination forms. Each prospective candidate shall collect the nomination papers from the Secretariat upon payment of the prescribed non-refundable nomination fee at least 30 days before the election date and returned at least 21 days before the election date.
- 10.1.3 A nomination fee shall be levied, which amount may be reviewed and determined by the Alumni Council from time to time, as follows:
- (a) In the case of the executive offices of Chairperson, Vice Chairperson, Treasurer, and Secretary, a fee of Ksh5,000.
  - (b) In the case of all other elective offices, a fee of Ksh3,000.

### **10.2 Nomination of Committee Members**

- 10.2.1 The eligibility criteria for committee positions shall be determined by the appointing authority establishing that Committee as provided for in this Constitution. If no such criterion is provided, the default shall be that for the main office bearers.

### **10.3 Procedure for Elections**

- 10.3.1 Procedure for the elections shall be:
- (a) Elections shall be presided over by a Returning Officer, heading an electoral commission, being persons of high integrity and competent on electoral matters, all appointed by the University Alumni Authority.

- (b) All the elections shall be by secret ballot.
- (c) The winning candidate shall be the one with a simple majority vote. In the event of a tie between candidates the voting process shall be repeated up to three rounds until one candidate receives a simple majority. If a tie persists after three rounds, the tie shall be determined by a toss of a coin.
- (d) Spoilt vote shall not be included in the tally of votes. A spoilt vote means a ballot that is obliterated, damaged, ambiguous, illegible or cannot be unequivocally determined the candidate it was cast for. The Returning Officer shall have a final decision on any contentious spoilt vote.

#### **10.4 General Electoral Provisions**

- 10.4.1 A candidate may be personally present during vote counting and shall have the right to witness the counting of ballot papers.
- 10.4.2 The Returning Officer shall announce the results of the elections as soon as possible after the counting of the ballot paper.

#### **10.5 Election Offences**

- 10.5.1 An election offence shall disqualify a candidate.
- 10.5.2 An election offence shall include:
  - (a) Rigging
  - (b) Harassment
  - (c) Use of forceful means
  - (d) Intimidation
  - (e) Giving false information
  - (f) Campaigning on the polling day
  - (g) Any other act that that defeats the tenets of free and fair elections

#### **10.6 Dissolution of the Electoral Commission**

- 10.6.1 The Electoral Commission shall stand dissolved- if there is no petition against the election results; upon handing over its returns to the University Alumni Authority or his agent; and new officials are inaugurated into office.
- 10.6.2 In the event of a petition against an election result by any person, the electoral Commission shall remain in office until such petitions are determined. The University Alumni Authority shall receive the petitions and appoint a tribunal to hear and determine those petitions. The majority verdicts of the tribunal shall be final and binding.

## **10.7 Tenure in Office**

10.7.1 An elected official shall hold office for one 2-years term and is eligible for re-election for a maximum of two consecutive terms beyond which such a person must retire for at least one year before becoming eligible for election for another fresh round.

## **Article 11. Finance and Investments**

### **11.1 Source of Funds**

11.1 The sources of finance for the Association include:

- (a) Membership fee as discussed in clause 4.4 above.
- (b) Members' contributions as discussed in clause 4.5 above.
- (c) Registration fees for participation in annual events as may be organised and determined from time to time by the Alumni Council or each Alumni Regional Board.
- (d) Donations, grants and contributions from friends and well-wishers.
- (e) Revenues earned from investments, interest in stocks, shares and bills.
- (f) Bank loans that may be borrowed by the Association.

### **11.2 Expenditure**

11.2.1 Any expenditure of funds in excess of the provisions of the approved budget must be countersigned by the University Alumni Authority or his designate.

11.2.2 All moneys received for the purpose of the Association must be applied with thrift and stewardship to provide maximum benefit to the Association.

11.2.3 The funds of the Association shall be used only for activities in furtherance of the objectives of the Association.

11.2.4 All monies shall be received by and paid to the Association shall be deposited into bank account(s).

11.2.5 All financial transactions shall be entered into the books of account that shall be availed to the auditor.

11.2.6 No payment shall be made out of the bank account without a resolution of the Alumni Council or its constituent management organ authorizing such payment.

11.2.7 A petty cash account shall be maintained by the Treasurer for disbursement. The amount shall be limited to Ksh10,000 or such a figure as may be determined by the Alumni Council from time to time.

11.2.8 Audited financial report shall be submitted in writing by the Treasurer for examination and for approval to the respective management organ.

### **11.3 Bank Signatories**

11.3.1 The bank signatories at each level of management organ shall be:

- (a) Chairperson
- (b) Treasurer
- (c) Secretary
- (d) The University Alumni Authority or his designate in the respective management organ

### **11.4 Books, Registers and Records to be Maintained**

11.4.1 The following documentation shall be maintained by the Association:

- (a) A register of all members of the Association (with details such as names, addresses, identification card numbers, date of admission as a member of the Association, and date of termination of membership).
- (b) Books of accounts showing financial transactions of the Association.
- (c) A book for recording minutes.
- (d) A contributions ledger/ register showing contributions by each member.
- (e) Any other relevant books that the Alumni Council may deem necessary.

## **Article 12. Auditing of Books of Accounts**

12.1 The accounts of the Association shall be audited by the duly appointed external Auditor at least 30 days before the AGM.

12.2 The Treasurer shall furnish the Auditor with a complete set of books of accounts and supporting documents necessary for the audit.

12.3 The audited accounts and balance sheet shall be published after approval by the Alumni Council at least 21 days before the AGM.

12.4 The audited accounts along with the Auditors report will be circulated to the members at least 14 days before the AGM.

## **Article 13. Disciplinary Actions**

### **13.1 Discipline and Enforcement**

- 13.1.1 For purposes of this constitution, discipline shall mean compliance with the rules of proper conduct as embodied in this constitution, by-laws and any other rules as shall be formulated from time to time as provided for in this Constitution.
- 13.1.2 The Alumni Council and its constituent management organs shall enforce discipline among members in the conduct of the affairs and operations of the Association.
- 13.1.3 The Alumni Council and its constituent management organs may appoint a Disciplinary Committee made up of at least three members of the pertinent management organ and two ordinary members to investigate and recommend measures to be taken against an errant member.

### **13.2 Suspension of Member**

- 13.2.1 The Alumni Council and its constituent management organs shall have power to suspend a Member from membership on disciplinary grounds herein contemplated until the next general meeting of the Association following such suspension.

### **13.3 Expulsion of Member**

- 13.3.1 Any non-permanent member may be expelled from membership if a general meeting of the Association shall so resolve by a two-thirds (2/3) majority vote of Voting Members following the recommendations of the Alumni Council that such Member should be expelled for contravening provisions of this Constitution and rules so established.
- 13.3.2 A member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is considered, but with no voting right.

### **13.4 Removal through a Vote of No Confidence**

- 13.4.1 A motion of no confidence of an official in any management organ shall originate from only a fully paid up permanent member who shall table it at a general meeting, after a written notice of not less than fourteen (14) days to the member who is the subject of the motion, through the Chairperson of the pertinent management organ, stating the grounds of such motion. The person who is the subject of the motion shall be given an opportunity to respond to the motion in a general meeting. For the motion to succeed it shall be supported by not less than one-half of fully paid up voting members present.
- 13.4.2 A motion of no confidence pertaining to any official shall only be moved under any of the following circumstances:
- (a) Blatant violation of the provisions of this constitution

- (b) Gross misconduct
- (c) Persistent inability to execute the duties as provided for in this constitution
- (d) Financial mismanagement

13.4.3 If a vote of no confidence succeeds, then that official loses his or her position and a fresh election is to be held at the next EGM or AGM. The pertinent management organ may meanwhile co-opt a person from amongst the Ordinary Members to fill the vacant position.

### **13.5 Offences**

13.5.1 The following shall constitute offences:

- (a) Failure to attend three consecutive meetings without reasonable cause
- (b) Disruptive or unruly behaviour during meetings
- (c) Conduct likely to bring the Alumni into disrepute or prejudice the well-being of the Alumni
- (d) Conduct likely to disrupt the activities or services of the Association
- (e) Acts that may destroy the assets or facilities of the Association
- (f) Embezzlement, withholding or misappropriation of Alumni funds

### **13.6 Right of Appeal**

13.6.1 A member shall have the right to appeal, within 14 days, to the Alumni Council against any disciplinary action taken by a subordinate management organ. The said member shall be given an opportunity to be heard. The decision of the Alumni Council shall be final and may uphold, reverse or vary the subordinate decisions.

13.6.2 A member aggrieved by the decision of the Alumni Council may within 21 days appeal to the court.

## **Article 14. Notices**

14.1 Notices may be served on any member or official:

- (a) By post at his last known address and shall be deemed duly served three working days after posting, and proof of posting shall be proof of service
- (b) By hand delivery or by courier when the notice shall be deemed received
- (c) By fax, or email when the notice shall be deemed received
- (d) By mobile phone SMS to his last known cell phone
- (e) By placement on the University and Association web-sites
- (f) If practicable, by placement in the public media

## **Article 15. Auditors and Audit**

- 15.1 An auditor shall be elected by the Association at every AGM. The elected auditor is eligible to be re-elected in successive years.
- 15.2 The auditor's duties are to audit the Association's annual accounts and to present a report of the annual accounts before the members of the Association at every AGM.
- 15.3 All the Association's accounts, records and documents shall be open to the inspection of the Auditor at any time.
- 15.4 The Treasurer shall produce to the Auditors annually a full account of the Association's income and expenditure, a statement of its assets and liabilities and related financial year, at the earliest possible date but at least three months before the date of the annual general meeting at which these accounts are to be presented.
- 15.5 The auditor shall examine such annual accounts and statements in accordance with the generally accepted auditing practices in Kenya.
- 15.6 A copy of the Auditor's report on the accounts and statements together with a copy of such accounts and statements shall be sent to all Members with the notice convening the Annual General Meeting.
- 15.7 The Auditors may be paid such honorarium for their duties as may be resolved by the Annual General Meeting appointing them.
- 15.8 No office-bearer, director, proprietor or employee of a member may be appointed as an Auditor.

## **Article 16. Protection Against Personal Liability**

- 16.1 Every member of the management organs of the Association and employee of the Association, and any person acting on the lawful direction of the Association, shall be indemnified and shall be deemed always to have been indemnified since the date of the Association's registration out of the funds of the Association, or, to the extent of such funds are insufficient, by the members of the Association who were members at the date on which the claim was made against such person, against all damages, costs and expenses awarded against or incurred by any such person as a result of any claim made against him personally for anything done or omitted to be done by him bona fide for the purpose of carrying out any of his functions, powers or duties as provided by the constitution and rules of the Association as in force when such act or omission occurred or is alleged to have occurred:
- 16.2 PROVIDED THAT no payment shall be made under this indemnity unless the person against whom any such claim is made:
  - (a) Has given notice in writing to the Alumni Council within thirty days of the claim being made against him in respect of which he proposes to rely on this indemnity

- (b) Acts in response to such claim on the directions, if any, reasonably given to him by the Alumni Council

### **Article 17. Promulgation of the Constitution**

- 17.1 This constitution will come into force immediately it is endorsed by the founding ordinary members of the Association and approved by the University Council upon recommendation by the Senate.
- 17.2 All the rights, duties, obligations, assets and liabilities of the Association existing immediately before the adoption of this constitution shall be deemed to be transferred to the Association upon adoption of this constitution.

### **Article 18. Amendments of the Constitution**

- 18.1 Any amendment to this constitution shall be subject to the following:
  - (a) Any proposal shall be forwarded to the Secretary in writing and shall be signed by the proposer and seconder who both shall be voting members of the Association.
  - (b) The Alumni Council shall consider the proposal, and shall include the proposal in the agenda of the AGM or an EGM convened for the purpose.
  - (c) No decision to amend this constitution shall be valid unless the proposal is approved by not less than two-thirds (2/3) of voting members present and voting at the AGM or an EGM convened for that purpose. If the amendment is approved by the voting members during an AGM or EGM, the amendment shall be forwarded to the Senate within thirty (30) days after the meeting and the amendment shall not come into force until it has been approved by the University Council upon recommendation by the Senate.
- 18.2 The Alumni Council may formulate rules and regulations to effect or further the provisions of this Constitution, provided that such rules and regulations are ratified at a general meeting.

### **Article 19. Dissolution**

- 19.1 The Association shall not be dissolved except by a resolution passed at a General Meeting of members by a four-fifths (4/5) majority of the entire membership voting. If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further General Meeting which shall be held thirty (30) days later. Notice of the second General Meeting shall be given to all members of the Association at least 14 days before the date of the meeting. The quorum for the second meeting shall be at least one-half (50%) of the entire membership.
- 19.2 If the Association is dissolved the assets of the Association, after payment of any debts of the Association and defraying the expenses of dissolution, shall be transferred to a new body replacing the Association or to the University.

- 19.3 Notification to dissolve shall be communicated in writing to the University Council upon recommendation through the Senate and signed by at least three members of the Alumni Council.
- 19.4 When the dissolution of the Association has been granted by the University Council no further action shall be taken by any member of the Association or Alumni Council in connection with the aims of the Association other than to collect and hand over all the assets of the Association to the Auditor, who shall effect the dissolution as provided for in this constitution and in accordance to the Laws of Kenya.

**APPROVED BY UNIVERSITY COUNCIL ON 16<sup>TH</sup> JUNE 2017**

