



KENYA METEOROLOGICAL SOCIETY

CONSTITUTION

9 February 2012

Kenya Meteorological Society
P.O. Box 41959-00100, NAIROBI
Tel: +254 (0)20 3867880-7 Ext 2230 OR +254 (0)20-2147770
E-Mail: info@kms.or.ke
Website: www.kms.or.ke

CONSTITUTION OF THE SOCIETY

Article 1: NAME

The name of the Society shall be **KENYA METEOROLOGICAL SOCIETY** (hereinafter referred to as "**the Society**").

Article 2: DECLARATION

Whereas the Society shall be expected to be supported by donations, annual and other subscriptions, contributions and income from investments arising therefrom, it is hereby declared and enacted that the Society shall be supported wholly or in part by annual voluntary contributions and donations and shall not make any dividend, gift division or bonuses in any money unto or between any of its members. All Society offices shall be honorary and without remuneration.

Article 3: OBJECTIVES

MAIN OBJECTIVE

The Society shall be a non-profit making institution whose main object shall be the advancement of the science of meteorology and its applications in the Republic Kenya and beyond.

SPECIFIC OBJECTIVES

Within the framework of the foregoing, the Society shall have the following specific objects:

- 1). On regular basis, collect, analyse and publish information which contributes to the promotion of meteorological knowledge.
- 2). Facilitate the communication of discoveries and innovations which contribute towards advancement of meteorological knowledge.
- 3). Collect and maintain an up-to-date library of scientific works in meteorology and related sciences.
- 4). Collaborate with other professional organisations and institutions, both within and outside the Republic of Kenya for efficient and effective exchange of knowledge.
- 5). Seek and maintain affiliation to relevant professional organisations at national, regional and international levels
- 6). Promote research in meteorological science.
- 7). Secure and safeguard the property of the Society.
- 8). Promote professional standards within the practice and application of meteorological and other related sciences in Kenya.
- 9). 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 in furtherance of the Society's main objective.

- 10). To do all such other things as are incidental or conducive to the attainment of any of the above objects.

Article 4: MEMBERSHIP

Membership shall comprise individuals, institutions and organisations interested in advancing the goals and objectives of the Society. Membership categories shall comprise Ordinary, Life, Student, Honorary, Corporate Members and Fellows. Membership shall be governed by the existing Rules and Regulations of the Society.

1). Ordinary Members

An Ordinary Member shall be a person who is a professional in meteorological or related sciences and who has subscribed to the Society in his/her personal capacity by paying the requisite Ordinary membership fees and is committed to the advancement of the goals and objectives of the Society.

2). Life Member

A Life Member shall be a person who is a professional in meteorological or related sciences and who has subscribed to the Society by paying the requisite Life membership fees and is committed to the advancement of the goals and objectives of the Society.

3). Honorary Member

A Honorary Member shall be a person whom the Society desires to honour for distinguished service to humanity and whom the Society recognises as having contributed significantly to the objectives of the Society. Honorary members shall be appointed as provided for in the Rules and Regulations of the Society. The number of Honorary Members shall not at any one time exceed twenty.

4). Fellow

A Fellow shall be a member who has made an outstanding contribution to the science and practice of meteorology for a period of not less than 10 years. Fellows shall be appointed as provided for in the Rules and Regulations of the Society.

5). Corporate Member

Any college or university, or a department thereof, any local authority, research institution, company or other organization having an interest in meteorology shall qualify for Corporate Membership on payment of the requisite corporate membership fees.

6). Student Member

An individual who is *bona fide* part-time or full-time undergraduate student of meteorological or related sciences at a recognized institution of higher learning shall be eligible as a candidate for admission to Student Membership.

7). Associate Member

Those eligible for election to Associate Member shall be persons who do not qualify for membership under any other category but are interested in the advancement of the goals and objectives of the Society.

Article 5: CODE OF CONDUCT AND ETHICS

- 1). There shall be a written Code of Conduct and Ethics for Members of the Society which shall specify rewards and sanctions.
- 2). Every member of the Society shall be expected to adhere to the Code of Conduct and Ethics, failure to which the sanctions specified in the Rules and Regulations of the Society shall apply.

Article 6: OFFICE BEARERS

- 1). The office bearers of the Society shall be:
 - a) Chairperson
 - b) Vice-Chairperson
 - c) Secretary
 - d) Vice-Secretary
 - e) Treasurer
 - f) Vice-Treasurer
- 2). Office bearers shall be elected at an Annual General Meeting and shall hold office for a period of two years. Office Bearers shall be eligible for re-election for only one consecutive term of two years.
- 3). Election of Office Bearers and Terms of Office shall be governed by the existing Rules and Regulations of the Society.

Article 7: DUTIES AND RESPONSIBILITIES OF OFFICE BEARERS

1). Chairperson

The Chairperson shall be the Chief Executive Officer of the Society. He/she shall:

- a) Preside over all meetings of the Executive and Management Committees and all General Meetings of the Society, unless prevented by illness or other sufficient cause.
- b) Take overall responsibility of the Society
- c) Be the Chief Spokesperson of the Society.
- d) Represent the Society in all its dealings with other organisations either personally or through delegation.
- e) Spearhead mobilization of resources to support the programs of the Society.

2). Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in his/her absence

and any other duties assigned by the Chairperson or Executive Committee.

3). Secretary

The Secretary shall attend to all the correspondence of the Society under the general supervision of the Executive Committee. In cases of urgent matters where the Executive Committee cannot be consulted, he/she shall consult the Management Committee. The decisions reached shall be subject to ratification at the next Executive Committee meeting. He/she shall issue notices convening all meetings of the Executive Committee and all General Meetings of the Society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and of the Executive Committee. The Secretary shall be the overall supervisor of the Secretariat.

4). Vice-Secretary

The Vice-Secretary shall perform the duties of the Secretary in his/her absence and such other duties as shall be assigned to him/her by the Secretary or Executive Committee.

5). Treasurer

The Treasurer shall receive and disburse, under the directions of the Executive Committee and in line with Article **8 (1) (e)**, all moneys belonging to the Society and shall issue receipts for all moneys received by him/her and preserve vouchers for all the moneys paid by him/her. The Treasurer is responsible to the Executive Committee and to the members for ensuring that proper books of accounts on all moneys received and paid by the Society are prepared, preserved and made available for inspection. The Treasurer shall be responsible for all accounting documents including cheque books.

6). Vice- Treasurer

The Vice-Treasurer shall perform such duties as may be specifically assigned to him/her by the Treasurer or by the Executive Committee and in the absence of the Treasurer, shall perform duties of the Treasurer.

Article 8: COMMITTEES OF THE SOCIETY

For efficient management of its affairs, the Society shall have an Executive Committee and a Management Committee.

1). Executive Committee

The Executive Committee shall be the governing authority of the Society and subject to any direction from a General Meeting shall steer the affairs of the Society. The Executive Committee shall consist of all the six office bearers of the Society, eight members elected at an Annual General Meeting, and six members representing corporate membership. Executive Committee members shall hold office for a one two-year term, renewable once. The committee shall meet at such times and places as it shall resolve but shall meet at least once every three months.

Any vacancies created by death, resignation, removal or otherwise of a member shall not be filled until the next Annual General Meeting of the Society.

Duties and functions of the Executive Committee

The Executive Committee shall:

- a) Ensure the implementation of the resolutions of the General Meetings of the Society.
- b) Be responsible for the management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties.
- c) Appoint such committees as may be deemed necessary to carry out specific tasks on its behalf. The Chairman, Secretary and Treasurer shall be ex-officio members of such committees.
- d) Be responsible for the preparation of budgets and other financial reports for presentation at the AGM.
- e) Authorise all moneys disbursed on behalf of the Society.
- f) Cause to be kept proper and sufficient accounts of the capital, funds, receipts and expenditure of the Society, so that its true financial state and condition may be at all times exhibited by such accounts.
- g) Arrange for publication, in a manner that it may deem appropriate, of such papers, documents and publications as may be considered by the committee to be likely to advance meteorological knowledge and the objects of the Society.
- h) Prescribe such rules and regulations for the use of the facilities of the Society, and the inspection thereof, as may be deemed appropriate.
- i) Ensure that Annual and Special General Meetings are held as provided for in this constitution.
- j) Promote activities of resource mobilization for the Society.
- k) Suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society, or is not performing his/her duties according to the constitution; and appoint one of the other office bearers in an acting capacity. Such suspension shall be reported to the next General Meeting which shall have full power to decide what further action should be taken in the matter.
- l) Replace, in acting capacity until the next General Meeting, any vacancies among office bearers created by death, resignation or otherwise by a member of the Executive Committee.
- m) Ensure that suspension and replacement of office bearers is done in accordance with the constitution and the existing Rules and Regulations of the Society.
- n) The executive committee in its first sitting shall appoint members to advisory board from Fellows of the Society.

2). **Management Committee**

- a) There shall be a Management Committee consisting of the offices of Chairperson, Secretary and Treasurer of the Society. The Management Committee shall be responsible for coordinating the running of the Society's Secretariat and will specifically:
 - i. Provide guidance to ensure smooth running of the day-to-day operations of the Secretariat.
 - ii. Implement the resolutions of the Executive Committee.

- b) The management committee shall meet at least once every three months.

3) Advisory Board

- a) There shall be an Advisory Board comprising the Patron, the Society's Chairperson and five members who must be Fellows of the Society.
- b) The Advisory Board shall appoint its own chair and the Society's Chairperson shall be its Secretary.
- c) The Advisory Board shall be responsible for providing strategic advice on semi-annual basis to the Executive Committee on:
 - i. Continuous professional development of the Society
 - ii. Financial growth of the Society
 - iii. Provide advice on the implementation of resolutions of the AGM
- d) The Executive Committee, in its first sitting, shall appoint five Advisory Board members from among the Fellows of the Society.

Article 9: THE SECRETARIAT

The Secretariat shall consist of the Secretary and the employees of the Society as specified in the Rules and Regulations. The functions shall be:

- 1). The day-to-day running of the operations of the Society.
- 2). Facilitation of the work of the various committees of the Society.
- 3). Provision of logistical support to the Society.
- 4). Maintaining all records of the Society.
- 5). Management of the Society's website.

Article 10: GENERAL MEETINGS

- 1) All meetings of the Society, unless otherwise stated in this constitution, shall be governed by the Rules and Regulations of the Society.
- 2) There shall be two categories of general meetings: Annual General Meetings and Special General Meetings.
- 3) The Annual General Meetings shall be held not later than the last day of March in each calendar year. Notice in writing of such General Meetings, accompanied by the annual statement of accounts 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.

4) Annual General Meeting

The agenda for any Annual General Meeting shall consist of the following:

- a) Adoption of agenda.
- b) Confirmation of the minutes of the previous annual General Meeting.
- c) Report by the Chairperson .

- d) Consideration of the report of audited accounts.
 - e) Election of office bearers and the Executive Committee members and, where necessary, the trustees in an election year.
 - f) Appointment of auditors in accordance with Rules and Regulations of the Society.
 - g) Resolution authorizing the trustees to invest moneys of the Society in accordance with **Article 12**.
 - h) Such other matters as the Executive Committee may decide, to which notice shall have been given in writing by a member or members to the Secretary at least 28 days before the date of the meeting.
 - i) Any other business with the approval of the Chairman.
- 5) **Elections:** Only fully paid up members shall participate in the elections of the Society.
- 6) **Quorum** for General Meetings shall not be less than 2/3 of the registered members of the Society. If quorum is not attained within an hour from the time appointed for holding the meeting, the meeting shall proceed as technical committee until a quorum is attained.
- 7) **Special General Meeting**
- a) A Special General Meeting may be called under any one of the following circumstances:
 - i) For any specific purpose by the Executive Committee through its own motion.
 - ii) At the request of a member or members in writing to the Secretary. The Executive Committee must make a decision concerning the request and write to the applicant(s) communicating its decision within 21 days of receipt of the request. If the decision is positive then the Executive Committee shall go ahead and call for the meeting.
 - iii) By order in writing to the Secretary of not less than 50 members and such a meeting shall be held within 21 days of the date of receipt of the requisition.
 - b) Notice in writing of a special General Meeting shall be sent to all members not less than 14 days before the date thereof and, where practicable, by press advertisement not less than 7 days before the date of such meeting.
 - c) A special General Meeting shall not discuss any other matter except that for which it was requisitioned.

Article 11: ORDINARY MEETINGS OF THE SOCIETY

- 1) Ordinary meetings of the Society shall be held for the reading and discussion of papers on meteorological and related subjects and for lectures and discussions on those subjects.
- 2) The Executive Committee may in addition to Article 10 (2) and at their discretion, arrange for other meetings to be held for the dissemination of meteorological knowledge by means of lectures or for the discussion of meteorological and allied

subjects and the reading and discussion of papers thereon; and the Executive Committee shall determine the constitution of admission to such meetings and the manner in which they shall be conducted.

- 3) The ordinary meetings of the Society shall be conducted as prescribed by the Executive Committee from time to time; and the Executive Committee shall determine the conditions of admission to such meetings.
- 4) Every member of the Society, unless the Executive Committee determines to the contrary, shall have the privilege of introducing one visitor at each ordinary meeting by registering the visitor's name in a book provided for that purpose.
- 5) No question relating to the direction or management of the Society shall be discussed, or motion be made in respect thereof, at the ordinary meetings.

Article 12: TRUSTEES

- 1) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Society shall be vested in the names of not less than 4 and not more than 7 trustees who shall be members of the Society and shall be elected at an Annual General Meeting for a period of four years, renewable once. A General Meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or the next General Meeting.
- 2) The trustees shall pay all income received from property invested in trusts to the Treasurer. Any expenditure in respect of such property which, in the opinion of the trustees is necessary or desirable, shall be reported by the trustees to the Executive Committee which shall authorize expenditure of such moneys as it deems fit.
- 3) All such property and assets of the Society as envisaged in **Article 12 (1)** shall not be sold or disposed of except with the sanction of a Special General Meeting.

Article 13: AUDIT

- 1). All the Society's accounts, records and documents shall be open for audit at any time. The treasurer shall produce an account of his/her 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 annual General Meeting.
- 2). The auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law; or report to the Society in what respect they are found to be incorrect, 'unvouched' or not in accordance with the law.
- 3). A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to members at the same time as the notice convening the annual General Meeting is sent out.
- 4). An auditor may be paid such professional fee for duties as may be resolved by an annual General Meeting.
- 5). A member of the society shall not be eligible for appointment as auditor of the Society.
- 6). The auditor shall be appointed at an Annual General Meeting and shall hold office

until the next Annual General Meeting.

- 7). Procedures for the appointment of the Auditor shall be in accordance with the Rules and Regulations of the Society.

Article 14: FUNDS

- 1). All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Society in a bank or banks approved by the Executive Committee.
- 2). No payments shall be made on account of the Society without a resolution of the Executive Committee authorising such payment in line with **Article 8 (1) (e)** of this constitution.
- 3). All cheques in respect of expenditure by the Society shall be signed by the Treasurer (or in the absence of the Treasurer, the Vice-treasurer) and any one of two other office bearers of the Society who shall be appointed by the Executive Committee.
- 4). The moneys of the Society which are not subject to any specific Trustee purpose and are not required to meet current expenditure may be invested in any securities in which the Trustees are by law entitled to invest, or fully paid enterprise preferred, ordinary or deferred stocks or shares of any company quoted in the official list of any recognized stock exchange in the Republic of Kenya; provided always that no sum shall be invested during any year in non-Trustee stocks which shall exceed the amount approved by the Executive Committee and authorized by a Resolution passed at the preceding Annual General Meeting.
- 5). Financial management shall be as provided for in this constitution and in accordance with the Society's Rules and Regulations.

Article 15: BRANCHES

- 1). The Society shall have branches, the number and location of which shall be determined in a General Meeting.
- 2). All branches shall subscribe to the Constitution of the Society.
- 3). The criteria for establishing branches, including county branches, shall be stipulated in the Society's Rules and Regulations.

Article 16: AMENDMENTS TO THE CONSTITUTION

- 1). Amendments to the constitution of the Society must be approved by at least a two thirds majority of members at a General Meeting.
- 2). Such amendments as in Article 16 (1) can however, not be implemented without the written consent of the Registrar, obtained upon application to him/her in writing and signed by three of the office bearers.

Article 17: DISSOLUTION

- 1). The Society shall not be dissolved except by a resolution by two-thirds majority of members present at a General Meeting.

- 2). If no quorum is obtained, the proposal to dissolve the Society shall be submitted to another General Meeting, which shall be held within one month of the one in Article 17 (1). Notice of this meeting shall be given to members of the Society at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- 3). Any dissolution in accordance with Articles 17 (1) and/or 17 (2) shall not be effected without the written permission of the Registrar, obtained upon application to him/her in writing and signed by three of the office bearers.
- 4). Upon approval of the dissolution of the Society by the Registrar, no further action shall be taken by the Executive Committee or any office bearer of the Society in connection with the aims of the Society, other than to liquidate for cash all the assets of the Society.
- 5). Subject to the payment of all the debts of the Society, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.
- 6). The request for the dissolution of the Society shall be a substantive agenda item as described in **Article 10 (4) h**.

Article 18: INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of accounts and all documents relating thereto and the list of members of the Society shall be available for inspection at the registered office of the Society by any officer or member of the Society on giving a notice in writing of not less than seven days to the Secretary.

Article 19: COPYRIGHT

Every paper presented to the Society and accepted for reading or for publication in full or in abstract and every paper read before the Society or any of its branches and the copyright thereof, shall be the property of the Society unless there is explicit prior agreement with its author(s) to the contrary. The Executive Committee shall reserve the right of publishing such papers and reports of the proceedings and discussions at meetings of the Society.

Article 20: COMMON SEAL

There shall be a Common Seal of the Society which shall not be used except by the authority of the Executive Committee. The Chairman shall sign every instrument to which the seal is affixed; and every such instrument shall be countersigned by the Secretary or some other person appointed by the Executive Committee.

Article 21: RULES AND REGULATIONS OF THE SOCIETY

The existing Rules and Regulations of the Society shall be read together with this Constitution. To the extent that they are at variant, the constitution stands supreme.

Article 22: EFFECTIVE DATE

This constitution shall take effect immediately after promulgation by a two third majority of members at a General Meeting of the Society and after consent in writing of the Registrar of Societies.

* * * * *