

**THE AUTOMOBILE ASSOCIATION
OF KENYA**



CONSTITUTION AND RULES 2014
2017

HEAD OFFICE

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Kahawa	P.O.Box 40087 – 00100	0709-333004
Mombasa	P.O.Box 86250 – 80100	0709-333007
Nakuru	P.O.Box 7307 – 20100	0709-333008
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Eldoret	P.O.Box 494 – 30100	0709-333010
Kitale	P.O.Box 4652 – 30200	0709-333011
Nyeri	P.O.Box 777 – 10100	0709-333017
Thika	P.O.Box 1148 – 00210	0709-333006
Nanyuki	P.O.Box 1241 – 10400	0709-333025
Kericho	P.O.Box 1295 – 20200	0709-333012
Meru	P.O.Box 804 – 60200	0709-333018
Embu	P.O.Box 240 – 60100	0709-333019
Kisii	P.O.Box 2990 – 40200	0709-333013
Karatina	P.O.Box 1444 – 10101	0709-333016
Chuka	P.O.Box 630 – 60400	0709-333023
Mtito Andei	P.O.Box 11 – 90128	0709-333029
Kakamega	P.O.Box 2030 – 50100	0709-333014
Naivasha	P.O.Box 1386 – 20117	0709-333022
Kiambu		0709-333021
Machakos		0709-333020
Kitui		0709-333024
CIC		0709-333005
AIG		0709-333015
Ongata Rongai		0709-333030
Githunguri		0709-333031

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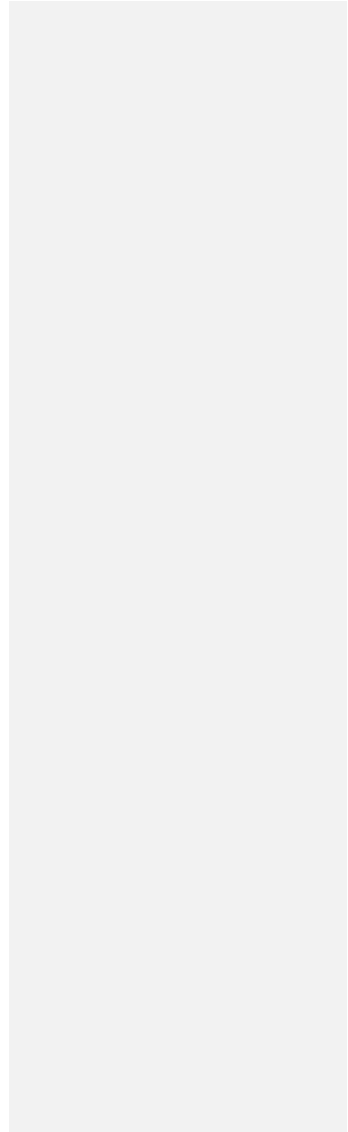
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Rules of the Automobile

Association of Kenya

DESIGNATION AND HEADQUARTERS

The name of the Association shall be “The Automobile Association of Kenya”–

- ~~1. The Association shall have its Headquarters in Nairobi, Kenya. Registered office of the Association shall be in Nairobi, Kenya~~

1. OBJECTS

2. The objects of the Association are:-

- 2.1 To promote and safeguard the interests of its members and of motorists in Kenya generally ~~and elsewhere in the world~~;
- 2.2 To provide information and advice on all matters relating to motoring and the acquisition, maintenance and repair of motor vehicles;
- 2.3 To make presentation and co-operate with the ~~National Government of Kenya, County Governments, the Municipal/Town Councils, County Councils and other authorities~~ and/or other organizations in regard to the maintenance of roads, the planning of road development and the elimination of hazards to the public;
- 2.4 To make representation to and co-operate with the ~~National Government of Kenya, County Governments~~ and/or any such authorities and other organizations on all matters relating to traffic laws, ~~management~~, regulations and road safety.
- 2.5 To erect ~~and/or~~ procure the erection of signs and notices, both permanent and temporary, for the guidance, information assistance and safety of motorists;
- 2.6 To ~~provide, assist, and/or procure avail the provision to members of~~ insurance facilities to members and ~~guidance on legal advice matters relating to~~ motoring;
- 2.7 To co-operate and enter into agreements with other associations, clubs and ~~kindred peer~~ organizations to facilitate the movement of members, vehicles and goods between countries and to arrange for members to have the benefit of reciprocal arrangements or relations therewith;
- 2.8 To make presentations and negotiate favourable rates for transportation of motor vehicles;

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- 2.9 To provide road patrols, **rescue**, breakdown and/or other services;
- 2.10 To inspect and make reports upon Members' vehicles and to provide Members with information relating to garages, motor vehicle repairs and ~~the like~~ other similar services;
- 2.11 To provide maps, touring literature, itineraries and hotel information, touring documents and motor accessories and to assist and advise members with regard to travel **and/or touring** in and outside Kenya;
- 2.12 To publish magazines or leaflets relating to the work of the Association and motoring matters in general;
- 2.13 To incorporate companies and/or ~~form of~~ participate in the formation of other associations and organizations, the incorporation or formation of which is considered likely, directly or indirectly, to further the objects of the Association and the interests of its members;
- 2.14 To provide driving tuition and instruction on road safety to members;
- ~~2.14.15~~ To carry out any other function for the furtherance of interest of its members and the motoring fraternity in general;

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MEMBERSHIP

3. There shall be the following categories of Membership

Founder Members
 Honorary Members
 Life Members
 Ordinary Members
~~Junior Members~~
 Commercial Members
~~Corporate Members~~
~~“Matatu” Members~~
~~Senior Members~~
~~Spouse Members~~
~~Absentee Members~~
 Temporary Members
~~“AA-Plus” Members~~

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- 3.1 **Founder Members:** are Members whose membership of the Association has continued, without interruption since 1919, **and shall have the right to vote.**
- 3.2 **Honorary Members:**

1. Persons who in the opinion of the Governing Council have rendered special services to the Association may be invited to become Honorary Members. See also Article 13 – Councillors of Honour.

2. Honorary Members may be present at General Meetings of the Association, and with the permission of the President may address such meetings. They shall not be eligible to vote.

3.3 Life Members:

Any person who has been a member of the Association continuously for a period of not less than thirty (30) years shall be eligible to apply for life membership and shall have the right to vote.

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1. The number of Life members at any time shall be at the discretion of the Governing Council.

2. ~~Ordinary or Founder Members may, provided that vacancies exist, become Life Members of the Association.~~

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3.4 Ordinary Members: are persons who have been duly accepted as Ordinary Members, by the Governing Council from time to time and shall have the right to vote. ~~on payment of the requisite entrance and subscription fee.~~ Members of other Automobile Associations and Clubs with which the Association is affiliated may be admitted as Ordinary Members on payment of a subscription but without payment of an Entrance Fee.

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~~3.5 Junior Members: are members of the Association who are aged between sixteen and twenty five years.~~

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~~3.63.4 Commercial Members: A company, firm or Association may on application be with a fleet of not less than five vehicles registered in its own name may be admitted as a Commercial Member. The vehicles concerned which must all be registered in the name of the Commercial Member shall be listed and form part of the membership agreement and shall be supplied with the distinguishing badge of the Association and a copy of the annual handbook. Any person while legally driving such vehicle with the consent of the Commercial Members shall be entitled to the benefits of ordinary members (except the free provision of the annual handbook, a free copy of the journal of the Association, towing facilities in respect of vehicles exceeding 4,000 pounds tare weight and voting rights at General Meetings). Entitlement to benefits shall not extend to such person whilst using any vehicle not listed in the said agreement.~~

~~3.73.5 Corporate Members: A company firm or Association, having not less than five employees may propose all or any of its employees but not less than five~~

~~as ordinary members and provided the company, firm, Association pays the total cost of such membership by means of a single annual payment there shall be one consolidated and reduced Entrance Fee and a graduated Annual Subscription.~~

~~3.8 **Matatu Members:** A matatu owner may be admitted as a “Matatu Member”. Each vehicle he operates as a “Matatu” must be registered with the Association. “Matatu Members” shall be entitled to the benefits of ordinary members except voting rights at General Meetings, free provision of the annual handbook, a free copy of the journal of the Association and towing facilities in respect of vehicles exceeding 4,000 lbs tare weight. Entitlement to benefits shall not extend to such persons while using any vehicle not registered with the Association.~~

~~3.9 **Absentee Members:** Shall be members of the Association who have left Kenya permanently and are residents outside Kenya and who wish to become Absentee Members.~~

~~Any Absentee Member who visits Kenya and remains in Kenya for more than three months shall at the end of that period revert to Ordinary Membership and pay the subscription of an Ordinary Member forthwith and thereafter annually as long as he remains in Kenya. Absentee members may be supplied, free of charge, with the current Rules of the Association, but shall receive no other benefits except when visiting Kenya.~~

~~3.103.6 **Temporary Members:** Shall include ~~V~~visitors to Kenya, driving school students, non members seeking services from the Association shall on application be granted temporary membership of the Association for a period not exceeding ~~six~~ three months. A Temporary Member shall not be entitled to the same benefits as an Ordinary member ~~save that a Temporary Member shall have no right to vote at meetings of the Association.~~~~

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The Governing Council may prescribe other categories of members from time to time.

5.1 Application for Membership

4. Admission of New Member

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Application for membership shall be made on the prescribed form.

6. Cost of Membership

Entrance Fees and Annual Subscriptions shall be determined by members in general meetings from time to time and will be published as an annexure to these regulations.

7.6. **5.2 Payment of Entrance Fees, Subscriptions and Development Levy**

~~7.1~~ 5.2.1 Entrance fee, ~~(if any)~~ subscriptions ~~for one year and development levy~~ shall be determined by the Governing Council and shall be payable at the time of application for membership of the Association.

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6.1 5.2.2 The annual subscription fees for Ordinary Members shall be payable on the anniversary of joining. Other subscriptions shall be payable as and when due.

~~7.2~~ 5.2.3 Any member who fails to pay the annual subscription fees ~~or development levy within six months after it has become payable~~ shall cease to be a member and shall be removed from the Register of Members of the Association.

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8.7. **6 Resignations Cessation of Membership**

6.1 Any member who wishes to cease to be a member of the Association shall be free to do so. ~~without preconditions.~~

9.8. **Suspension and Expulsion**

~~6.2~~ The Governing Council may expel a member if he is declared bankrupt, insane, corrupt or is found guilty of violation of the provisions of any other crime under Chapter 6 of the Constitution of Kenya.

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~~9.18.1~~ 6.3 If, in the event of a breach of the Rules of the Association by a member or of conduct on the part of a Member rendering it desirable in the opinion of the Governing Council that such Member should cease to be a member, the member shall be summoned before the Governing Council, and failing a satisfactory explanation, may subject to Rule ~~9-26.4~~ be cautioned, suspended, required to resign or expelled by the Governing Council, ~~by a resolution of at least 75% members of the Governing Council, must be present at such a meeting.~~

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~~9.28.2~~ 6.4 The Governing Council shall ~~be specially summoned~~ hold a special meeting to consider questions under the preceding Rule and notice shall be sent to the member at least seven days prior to the Meeting. ~~Before coming to a decision, the~~ The Governing Council shall hear and consider any explanation(s) which such member may desire wish to give, together with any evidence in support of such explanation before making a decision. No member shall be cautioned, suspended, required to resign or expelled except by a vote of at least three quarters of the members of the Governing Council present at the Meeting.

~~9.3~~ 6.5 Notice for the purpose of this Rule shall be served on the Member by registered post at his last known address or electronically.

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~~9.4 6.6~~ Any Member who is expelled, suspended or otherwise dealt with by the Governing Council in accordance with these Rules shall have the right to appeal to the members at ~~in~~ the next General Meeting. A simple majority vote at the General Meeting shall be required to uphold the decision of the Governing Council. ~~to an Extra-Ordinary General meeting, which shall be convened under the provision of Rule 28. A three-quarters majority at such Extra-ordinary Meeting shall be required to uphold the action of the Governing Council~~

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~~10.9.~~ **6.7 Re-admission of expelled members**

~~Any member having been expelled from the Association No person who has been expelled from Membership of the Association shall be re-admitted as a member upon successful appeal under Rule 6.6. except with the sanction of a General Meeting.~~

DISTINGUISHING BADGES

~~11. The Distinguishing badges of the Association may be issued only to members and upon such conditions as the Governing Council may, from time to time, determine.~~

PATRONS

~~11.~~ Distinguished persons may be invited by the Governing Council to become the Patron or a Vice Patron of the Association.

COUNCIL OF HONOUR

~~12.~~ There shall be a Council of Honour of the Association consisting of not more than six members resident in Kenya. Nomination to the Council will be a rare honour in recognition of special services to the Association and will carry with it exemption from payment of annual subscriptions.

~~12-13.~~

~~12-13.1~~ Nomination to the Council will be by unanimous vote of the members of the Governing Council present and voting at a meeting thereof and will be subject to ratification by the next following Annual General Meeting.

~~12-213.2~~ Councillors of Honour may, if they so wish receive copies of all minutes of the Governing Council and attend meetings thereof but shall have no right to vote.

~~Council of Honour may at the discretion of the Governing Council be invited to a Governing Council meeting but shall have no right to vote.~~

CONTROL OF THE ASSOCIATION

~~13.~~ **Officers of the Association**

~~13.1~~ The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. A candidate seeking nomination to the post of President will have served as a member of the Governing Council for a minimum period of two years.

~~13.2~~ Such officers shall be members of the Association elected to office by General Meeting. A person shall hold the office of the President for a period not exceeding four successive years, a year in this context meaning from the close of an Annual General Meeting to the close of the succeeding Annual General Meeting, provided that such a person will be eligible for re-election after a lapse of four years (since he or she last held office).

~~13.3~~ Nominations will be accepted only from members with voting rights and must be in the hands of the Director General at least 21 days before the Annual General Meeting. Where there are more candidates than vacancies a ballot paper will be made available to each member with voting rights which may be submitted to the Director General prior to the meeting or at the relevant time during the meeting. Instruments of proxy described in Rule 32 shall not be admissible for this purpose.

~~At each Annual General Meeting the two officers who have been longest in office since they were last elected shall retire but shall be eligible for re-election. In the event of there being three or more officers of equal seniority the two retiring officers will be selected by ballot.~~

~~13.4~~ Upon election officers of the Association become members of the Governing Council.

14. Governing Council

14.1 The affairs of the Association shall be managed by a Governing Council. Representing the interests of the members of the Automobile Association, the Governing Council shall determine overall policy in accordance with the objects of the Automobile Association and shall delegate the implementation of this policy and the day to day running of the Association to the ~~Director General~~ Chief Executive Officer.

14.2 The Governing Council shall consist of the four (4) officers of the Association referred to in ~~Rule Article 14 15~~ and not more than ~~ten nine~~ (9) elected members.

14.3 Elected ~~Governing~~ Council Members shall be members of the Association elected at the Annual ~~by~~ General Meeting. ~~The four Council Members~~ A third of Council members who have been longest in office since they were last elected shall retire at each Annual General Meeting but shall be eligible for re-election.

14.4 Any member of the Association who has been declared insane, bankrupt, ~~convicted of a crime~~ found to have violated the provisions of Chapter 6 of the Constitution of Kenya ~~involving fraud~~ or any other crime which carries a sentence imprisonment exceeding six months, (excluding a traffic offence) or any member who has been found guilty of serious contravention of the Constitution or the Rules and Regulations of the Association, shall not be

eligible for election either as an ~~o~~Officer of the Association or as a member of the Governing Council.

14.5 Nominations will be accepted from members with voting rights and must be in the hands of the ~~Director-General~~ Chief Executive Officer at least 21 days before the Annual General Meeting. Where there are more candidates than vacancies a ballot paper will be made available manually or electronically to each member with voting rights which may be submitted to the ~~Director-General~~ Chief Executive Officer manually or electronically prior to the meeting or at the relevant time during the meeting. Instruments of proxy described in Rule 32 shall not be admissible for this purpose.

14.4 14.6 Any member of the Governing Council who fails to attend three consecutive meetings of the Council without leave of absence from the Governing Council shall cease to be a member of the Council.

14.5 The ~~Director-General~~ Chief Executive Officer of the Association (see Article 18.3) shall be in attendance at all meetings of the Governing Council or nominate a representative when he is not available.

14.6 No Member shall be eligible for election as a Member of the Governing Council unless he/she has been a member of the Association for a period of not less than two (2) consecutive years.

14.7

14.7 Resolutions or decisions at the Governing Council meetings shall be by consensus or voting by a show of hands. In the event of equality of votes the President shall have a casting vote.

14.8 The Governing Council shall ~~make-institute~~ rules to govern the voting procedure.

CONTROL OF THE ASSOCIATION

15. Officers of the Association

15.1 The officers of the Association shall be ~~the a~~ President, Vice-President, Secretary and Treasurer. Any candidate seeking nomination to any office the post of President as an Officer of the Association shall ~~will~~ have served as a member of the Governing Council for a minimum ~~aggregate~~ period of ~~three~~ ~~four~~ 3(4) years.

15.2 ~~Such~~ The ~~Officers~~ of the Association shall be members of the Association elected to office by ~~at an~~ Annual General Meeting. ~~A person~~ Each Officer of the Association shall hold the office of the ~~President~~ for an aggregate period of ~~two~~ ~~three~~ 2(3) terms of ~~three~~ ~~two~~ 3(2) years each.

15.3

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15.4 ~~Nominations-~~ Forms will be accepted only from members with voting rights and must be in the hands of the ~~Director-General~~ Chief Executive Officer at least 21 days before the date of the Annual General Meeting. Where there are more candidates than vacancies a ballot paper will shall be made available manually or electronically to each member with voting rights not later than seven (7) days after close of nominations. Marked ballot papers shall be ~~which may be submitted~~ returned to the Chief Executive Officer manually or electronically three (3) days prior to the date of the meeting. ~~or at the relevant time during the meeting.~~ Instruments of proxy described in Rule 32 shall not be admissible for this purpose.

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15.4At each Annual General Meeting the two (2) officers who have been longest in office since they were last elected shall retire but shall be eligible for re-election. In the event of there being three or more officers of equal seniority the two retiring officers will be selected by ~~ballot~~.lot.

15.5 Upon election officers of the Association become members of the Governing Council.

~~14.8~~ All Office bearers shall hold office for a period not exceeding 6 successive years comprising of 3 terms of 2 years each

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15.6 Grounds for removal or ceasing to be an Officer of the Association shall include but not limited to the following:

Non Compliance with Chapter 6 of the Constitution of Kenya

- Resignation,
- Death,
- Bankruptcy,
- Insanity,
- Incapacitation

15.7 The following shall be the standing committees of the Governing Council:

- Finance & HR Committee
- Audit, Risk and Governance Committee
- Procurement & Legal Affairs Committee
- Road Safety Committee

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Or such other Committee(s) as the Governing Council may deem fit.

15-16. **Eligibility for Honorary Office-Emoluments of Governing Council Members**

Members of the Governing Council shall be eligible for remuneration ~~compensation~~ ~~in~~compensation in respect of services rendered to the Association or to any of its subsidiary companies which shall be determined by the Governing Council from time to time.

16-17. **Chairmanship of the Governing Council**

Meetings of the Governing Council shall be chaired by the President of the AA of Kenya.

In absence of the President, the Vice-President, Secretary or Treasurer in that order shall chair the Governing Council meeting. If non of the Officers is present, members present may appoint a chairman amongst themselves for that meeting.

~~16.1~~17.1

~~16.2~~ At any meeting of the Governing Council at which the President is absent, the Vice-President shall chair the meeting and, in his absence, the Council shall

~~16.3~~ Appoint a temporary President.

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17.18. Powers and Duties of Governing Council

~~17.1~~18.1 The Governing Council shall be responsible for the financial and business affairs of the Association and shall:-

~~17.2~~18.2 Regulate its own proceedings except in so far as the same are regulated hereby.

~~17.3~~18.3 Appoint ~~athe Director-General~~ Chief Executive Officer and other ~~Senior Executives staff~~ of the Association ~~who will be salaried employees~~ and fix their terms and conditions of service.

~~17.4~~18.4 Assign implementation of policy to the ~~Director-General~~ Chief Executive Officer.

18.5 Co-opt persons to the Governing Council, ~~in order to fill any vacancies that may occur between Annual General Meetings.~~

~~17.5~~18.6 Appoint Officers and Governing Council members to fill any vacancy that may occur between General Meetings. Such persons appointed shall hold office until next Annual General Meeting and shall be eligible for election in accordance with this Constitution.

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~~17.6~~18.7 ~~Co-opt~~ Appoint Auditors to fill any vacancy that may occur between Annual General Meetings.

~~17.7~~ Appoint sub-committees to act in an advisory capacity.

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~~17.8~~ Sanction the establishment of Area Advisory Committees in any part of Kenya and make or permit the Director General to make rules and regulations to govern the composition and activities of such Area Advisory Committee.

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~~17.9~~18.8 Allocate from the funds of the Association such sums as it may decide as honoraria or bonus payments to employees of the Association and decide as to the investment or disposal of the funds of the Association.

~~17.10~~18.9 Delegate duties and functions ~~any part of the work~~ and ~~pay~~ apply any ~~part of the income or~~ funds of the Association to ~~any organization to~~ further the

objects of the Association ~~and upon invitation appoint representatives to any such organization if this is considered to be in the interests of the Association.~~

~~17.11~~18.10 Make such regulations as may be necessary for proper conduct of the activities of the Association.

18.11 Borrow money and pay interest thereon and lend money and receive interest thereon for the furtherance of the objects of the Association and charge or mortgage such of the Association's assets as are deemed necessary to secure such borrowing and guarantee borrowing by affiliated Associations or companies always provided that it is in furtherance of the interests of members of the Association.

18.12 Ensure that proper books of accounts are maintained and ensure protection and security of the Association's properties.

~~17.12~~18.13 The Governing Council may hire the professional services of a member of the Governing Council as may be deemed appropriate.

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~~18.19~~ **Meetings of the Governing Council**

~~18.19.1~~ The Governing Council shall meet ~~not less frequently than every~~ at least once in every three (3) months and/or any other time as the Governing Council may deem fit. ~~whenever summoned by the President.~~

~~18.2~~19.2 ~~The Notice calling the meeting shall be sent via electronic communication or any other form.~~ A quorum for meetings of the Governing Council shall be five members present in person or fifty (50) per cent of the total Governing Council members whichever is higher. ~~If there is no quorum the meeting shall be adjourned to take place at the same time and date the following week in which case it shall take place regardless of the number of members in attendance.~~

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~~18.3~~19.3 ~~The decisions or resolutions of the Governing Council shall be made by consensus or voting-. In the event of equality of votes the President shall have a casting vote.~~

~~19.20~~ **Financial Year**

The financial year of the Association shall be the calendar year.

~~20.22~~ **21. Annual Report and Financial Statement**

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23. The Annual Report and the financial statements shall be approved by the Governing Council prior to the Annual General Meeting. The financial statement shall be available at the office of the Director General Chief Executive Officer for inspection by members for at least seven days prior to the date of the Annual General Meeting.

- 21.1 (i) The President shall submit to the Annual General Meeting in each year a report on the activities of the Association for the preceding financial year.
- (ii) ~~The Treasurer shall submit an Income and Expenditure Account for the year under review and a Balance Sheet as at the end of that year, both duly audited.~~ At every Annual General Meeting the Treasurer shall present the audited financial statements for the preceding financial year.
- 21.2 ~~The Annual Report and the financial statements shall be approved by the Governing Council prior to the Annual General Meeting. The financial statement shall be available at the office of the Director General for inspection by members for at least seven days prior to the date of the Annual General Meeting.~~

22. Auditors

- 22.1 Auditors of the Accounts of the Association shall be appointed at the Annual General Meeting each year ~~from a list of qualified and licensed practitioners as provided by the authorizing professional body.~~
- 22.2

23. Property of the Association

- 23.1 The immovable property and all investments of the Association shall be vested ~~in an all leases and rights of occupation of premises shall be taken in the name of a nominee company limited by guarantee incorporated as in AA Limited, a nominee company limited by guarantee.~~
- 23.2 The movable property of the Association ~~other than~~ investments shall be administered by and be at the disposal of the Governing Council.

24. Association and Affiliation

- 24.1 In accordance with Rule 3.7, the Association, may at the discretion of the Governing Council, ~~become associated- associate or affiliate with or affiliated to~~ with other Associations or Clubs on such terms and subject to such conditions as the Governing Council may decide.

GENERAL MEETINGS

25. Definition

General Meetings of the Association shall be either Annual General Meetings or Extraordinary General Meetings.

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26. Annual General Meetings

- 26.1 The Association shall hold an Annual General Meeting in every calendar year within fifteen months of the date of the preceding Annual General Meeting.
- 26.2 Any resolution that any member desires to propose at an Annual General Meeting must be submitted in writing, signed by a proposer and seconder to reach the ~~Director General Chief Executive Officer~~ not later than fourteen (14) days prior to the meeting.

27. Extraordinary General Meetings

~~27.1 An Extraordinary General Meeting may be called at the request of the Governing Council or upon a written request being made by not less than 250 members having the right to vote.~~

~~Grounds upon which an Extraordinary General Meeting may be requested by members would include the following among others:-~~

~~(i) Misappropriation, embezzlement of the Association's funds or other serious misdemeanor.~~

~~(ii) Any other serious matter that may affect the welfare of the Association adversely. In such cases the petitioners will provide professional indemnity and/or legal undertaking absolving the Association from fiscal commitments of convening the EGM. The petitioners will make written submission for calling of the EGM giving some factual evidence in support of the petitions without being frivolous and will further show cause for the urgency of calling the EGM by showing beyond any reasonable doubts how the Association would suffer irreparable damage if the petition were to await the subsequent AGM. The Petitioner will also be required to satisfy the EGM that the responses given by the Governing Council were inadequate.~~

~~(iii) The petitioners having followed exhaustively the provision of Rule 27.1 will then be subject to a decision arrived at the EGM, which will determine the legitimacy of the said petition and if upheld the Association shall bear the costs; if the petition is not upheld then the petitioners shall be called upon to meet the cost of hosting such an EGM.~~

~~27.2 Business transacted at an Extraordinary General Meeting shall be limited to that specified in the notice convening the meeting.~~

27. Extraordinary General Meetings

- 27.1 An Extraordinary General Meeting may be called at the request of the Governing Council or upon a written request being made by not less than 250 members having the right to vote.
Grounds upon which an Extraordinary General Meeting may be requested by members would include the following among others:-

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- i) Allegations of ~~m~~Misappropriation, and embezzlement of the Association's funds, or such similar acts ~~other serious misdemeanour.~~
- ii) Allegations of ~~a~~ny other serious matter of grave nature that may affect adversely the wellbeing ~~welfare~~ of the Association ~~adversely.~~

~~In such instances or cases the petitioners shall provide adequate guarantees to cater for the costs of the E~~Extraordinary General Meeting~~GM. Will and shall provide professional indemnity- indemnify and/or legal undertaking absolving the Association in respect of losses and expenses that may accrue thereof from fiscal commitments of convening the EGM. In addition T~~he pPetitioners shall ~~will~~ make written submission for calling of the EGM- Extraordinary General Meeting giving some factual ~~submit~~ relevant evidence in support of the petition ~~without being frivolous and will further justify show cause for the urgency of to justify for the calling of the EGM~~Extraordinary General Meeting, ~~by showing beyond any reasonable doubts how the Association would suffer irreparable damage if the petition were to await the subsequent AGM. The Petitioner will also be required to satisfy the EGM that the responses given by the Governing Council were inadequate.~~

- iii)
- iv) The petitioners ~~having followed exhaustively~~ complied with the provision of ~~Rule 27.1~~ will then be subject to a decision arrived at the Extraordinary General Meeting EGM, which will determine the legitimacy of the said. Upon petition being ~~and if~~ upheld the Association shall bear the costs of organising the Extraordinary General Meeting EGM- ~~but~~ BUT if the petition is not upheld then the petitioners shall bear ~~called upon to meet the cost of hosting such an~~ the Extraordinary General Meeting EGM.

27.2 Business transacted at an Extraordinary General Meeting shall be limited to that specified in the notice convening the meeting.

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28. Procedure for calling General Meetings

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28.1 The time and place of every General Meeting shall be determined by the Governing Council.

28.2 Notices convening –a General Meeting shall be ~~published in two of the local Daily Newspapers with the highest circulation sent to the members electronically and published in the Association's website~~ under the hand of the Director General at least thirty days before the date of such meeting and shall designate the time and place of such meeting and business to be transacted.

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29. Quorum at General Meetings

29.1 The quorum for a General Meeting shall be thirty members present in person.

29.2 If a there is no quorum ~~is not realized~~ at the expiry of ~~fifteen~~ thirty minutes after the time specified for the ~~announcement~~ commencement of ~~the~~ General Meeting, ~~such~~ the meeting shall stand adjourned to the same day, ~~and~~ time and venue, in the following week or, if that day be a Public Holiday to the next succeeding day other than a holiday. ~~in the following week or, if that day be a Public Holiday to the next succeeding day other than a holiday.~~ If the venue shall not be available the Governing Council shall determine the venue of the adjourned meeting.

29.3 At the adjourned meeting the members present in person having the right to vote shall constitute a quorum and the business for which the original meeting was convened shall be transacted. Resolutions passed by a majority shall be valid and binding.

30. Chairmanship of General Meetings

At every General Meeting the Chair will be taken by the President of the Association or failing him by the Vice-President, Secretary or Treasurer in that order. If no officer of the Association is available to act as chairman the members present may elect a chairman amongst themselves.

31. Voting During the Annual General MeetingGM

~~31.1~~ Any member whose subscription is in arrears shall not be entitled to attend or vote at the meeting. Only fully paid up members are entitled to attend and vote. ~~Honorary Members, Absentee Members and Temporary Members do not have a vote.~~

31.1 Except for election of officers and Governing Council Members, which shall be as provided for in Rule 14.2 and 15.3 voting at a General Meeting shall be by a show of hands. ~~unless the chairman of the Meeting shall decide or not less than five members shall demand that a vote shall be ballot.~~

31.3 On a show of hands every Member entitled to vote and being present in person or by proxy, ~~or in the case of a Commercial Member present by its authorized representative~~ shall have one vote. In the event of equality of votes the President shall have casting vote.

~~31.4~~ A ballot shall be taken in such manner as the President of the meeting directs.

~~31.5~~31.4 Resolution shall be carried by a simple majority except as otherwise herein provided.

~~31.6~~31.5 In the case of equality of votes the President shall be entitled to a casting vote in addition to his original vote.

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32. Proxy Votes

- 32.1 An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be in such form as the Governing Council shall approve.
- 32.2 Such instrument shall be deposited at the [registered Head Office](#) of the Association not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be valid.

33. AMENDMENTS AND DISTRIBUTION

33.1 Amendment of Rules

These rules may be amended by Resolution, of which due notice has been given, carried by a majority of at least three quarters of the votes cast at a General Meeting ~~convened for such purpose~~ unless [Rule 29.2](#) applies.

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~~33.2 — Distribution of Annual Reports etc~~

~~A copy of the Annual Report and Financial Statements for the previous year together with a list of Office Bearers and members of the Governing Council for the ensuing year shall be sent to each paid up member of the Association as soon as possible after each Annual General Meeting.~~

34. DISSOLUTION OF THE ASSOCIATION

- 34.1 The Association shall not be dissolved except by Resolution passed at a General Meeting by a majority of three-quarters of the votes. If no quorum is present at a meeting convened to consider such a Resolution, the motion to dissolve the Association shall be submitted to a General Meeting which shall be held one month later. Notice of such further meeting shall be given to all members of the Association at least fourteen days before the date of the meeting and the members present thereat shall form a quorum.
- 34.2 An application to the Registrar of Societies for dissolution of the Association must be made in writing and signed by three officers of the Association. No Resolution for dissolution shall be effective without the consent in writing of the Registrar of Societies.
- 34.3 When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the Governing Council or any officers of the

Association in connection with the objects of the Association or otherwise except to realize the assets of the Association. Subject to the settlement of debts and liabilities of the Association, the balance thereof shall be paid to members of the Association in accordance with the Income Tax Act.

35. EFFECTIVE DATES OF THE RULES AND TRANSITIONAL PROVISIONS

35-36.

35.1 These Rules shall come into force –upon approval by the Annual General Meeting at which these amendments are passed.

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35.2 All Association Officers and Governing Council Members holding office immediately before commencement of this constitution shall be deemed to have been appointed in accordance with the provisions of this Constitution for their unexpired term.

35.3 All acts done under the old Constitution shall be deemed to have been done under this Constitution unless expressly excluded.

ANNEXURE

ENTRANCE FEES

1.	*Life Membership	Kshs. 40,000.00
2.	Ordinary Membership	Kshs. 500.00
3.	Spouse Membership	Kshs. 250.00
4.	Senior Membership	Kshs. 500.00
5.	Junior Membership	Kshs. 500.00

6. Commercial Membership	Kshs.10,000.00
7. Corporate Membership	Kshs. 5,000.00
8. Car Dealers Membership	Kshs. 2,000.00

*If the prospective member has proof of holding ordinary membership for a period of 10 years, the fee may be reduced to Kshs.20,000.00

ANNUAL SUBSCRIPTION

1. Founder Members	Nil
2. Honorary Members	Nil
3. Life Members	Nil
4. Ordinary Members	Kshs.4,000.00
5. Spouse Members	Kshs.2,000.00
Pensioners and/or widows who are over 60 years of age	
6. Junior Members	Kshs.2,000.00
7. Commercial Members for each vehicle in the fleet:-	
5 – 50 vehicles	Kshs.2,000.00 per vehicle
Next over 50 vehicles	Kshs.2,000.00 per vehicle
Next over 100 vehicles	Kshs.2,000.00 per vehicle
Kindly note that to cover administration costs we have to charge a minimum fee of Kshs.7,500.00 which covers 5 or less vehicles.	
8. Corporate Members:-	
Between 5 and 10 members	Kshs.3,700.00 each member
Between 11 and 20 members	Kshs.3,500.00 each member
Between 21 and 50 members	Kshs.3,400.00 each member
Over 50 members	Kshs.3,300.00 each member
9. Car Dealers Membership	Kshs.20,000.00
10. Matatu Members	Kshs. 2,000.00
11. Absentee Members	Kshs. 2,000.00
12. Temporary Members	Kshs. 2,000.00
13. AA Plus Members	Kshs.10,000.00