

**THE AUTOMOBILE ASSOCIATION
OF KENYA**



CONSTITUTION AND ARTICLES

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**Articles of the
Automobile Association of Kenya**

DESIGNATION AND HEADQUARTERS

1. The name of the Association shall be “The Automobile Association of Kenya.”
2. The Registered office of the Association shall be in Nairobi, Kenya.

OBJECTS

3. The objects of the Association are:-
 - 3.1 To promote and safeguard the interests of its Members and of motorists in Kenya generally and elsewhere in the world;
 - 3.2 To provide information and advice on all matters relating to motoring and the acquisition, maintenance and repair of motor vehicles;
 - 3.3 To make presentation and co-operate with the National Government, County Governments, and other authorities and/or organizations in regard to the maintenance of roads, the planning of road development and the elimination of hazards to the public;
 - 3.4 To make representation to and co-operate with the National Government, County Governments and/or any such authorities and other organizations on all matters relating to traffic laws, management, regulations and road safety.
 - 3.5 To erect and/or procure the erection of signs and notices, both permanent and temporary, for the guidance, information assistance and safety of motorists;
 - 3.6 To assist and/or avail insurance facilities to Members and guidance on legal matters relating to motoring;
 - 3.7 To co-operate and enter into agreements with other Associations, Clubs and 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;

- 3.8 To make presentations and negotiate favorable rates for transportation of motor vehicles;
- 3.9 To provide road patrols, rescue, breakdown and/or other services;
- 3.10 To inspect and make reports upon Members' vehicles and to provide Members with information relating to garages, motor vehicle repairs and other similar services;
- 3.11 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;
- 3.12 To publish magazines or leaflets relating to the work of the Association and motoring matters in general;
- 3.13 To incorporate companies and/or 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 interest of its Members;
- 3.14 To provide driving tuition and instruction on road safety to Members;
- 3.15 To carry out any other function for the furtherance of interest of its Members and the motoring fraternity in general;

MEMBERSHIP

4. There shall be the following categories of Membership

- Founder Members
- Honorary Members
- Life Members
- Ordinary Members
- Commercial Members
- Temporary Members

4.1 **Founder Members:** are Members whose Membership of the Association has continued, without interruption since 1919, and shall have the right to vote

4.2 **Honorary Members:**

4.2.1 Persons who in the opinion of the Governing Council have rendered special services to the Association may be invited to become Honorary Members.

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

4.3 **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. The number of Life Members at any time shall be at the discretion of the Governing Council.

4.4 **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. 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.

4.5 **Commercial Members:**

A company, firm or Association may on application be admitted as a Commercial Member.

4.6 **Temporary Members:**

Shall include visitors to Kenya, driving school students and non-Members seeking services from the Association. They shall on application be granted temporary Membership of the Association for a period not exceeding three months. A Temporary Member shall not be entitled to the same benefits as an Ordinary Member and have no right to vote.

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

4.9 Application for Membership

Application for Membership shall be made on the prescribed form.

5. Payment of Entrance Fees and Subscriptions

5.1 Entrance fee and subscriptions shall be determined by the Governing Council and shall be payable at the time of application for Membership of the Association.

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

5.3 Any Member who fails to pay the subscription fees shall cease to be a Member and shall be removed from the Register of Members of the Association.

6. Cessation of Membership

6.1 Any Member who wishes to cease to be a Member of the Association shall be free to do so.

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 Chapter 6 of the Constitution of Kenya.

6.3 If, in the event of a breach of the Articles 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 Article 6.4 be cautioned, suspended, required to resign or expelled by the Governing Council, by a resolution of at least 75% Members of the Governing Council..

6.4 The Governing Council shall hold a special meeting to consider questions under the preceding Article and notice shall be sent to the Member at least seven days prior to the Meeting. The Governing Council shall hear and

consider any explanation(s) which such Member may 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 75% of the Members of the Governing Council.

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

6.6 Any Member who is expelled, suspended or otherwise dealt with by the Governing Council in accordance with these Articles shall have the right to appeal to the Members at the next Annual General Meeting. A simple majority vote at the Annual General Meeting shall be required to uphold the decision of the Governing Council.

7 Re-admission of expelled Members

7.1 Any Member having been expelled from the Association shall be re-admitted as a Member upon successful appeal under Article 6.6.

PATRONS

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

COUNCIL OF HONOUR

9. 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.

9.1 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.

9.2 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

10. Governing Council

- 10.1 The affairs of the Association shall be managed by a Governing Council. Representing the interests of the Members of the Association, the Governing Council shall determine overall policy in accordance with the objects of the Association and shall delegate the implementation of this policy and the day to day running of the Association to the Chief Executive Officer.
- 10.2 The Governing Council shall consist of four (4) Officers of the Association referred to in Article 11 and not more than nine (9) elected Members.
- 10.3 Elected Governing Council Members shall be Members of the Association elected at an Annual General Meeting. 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.
- 10.4 Any Member of the Association who has been declared insane, bankrupt, found to have violated the provisions of Chapter 6 of the Constitution of Kenya or any other crime which carries an imprisonment sentence exceeding six months, (excluding a traffic offence) or any Member who has been found guilty of serious contravention of the Constitution or the Articles and Regulations of the Association, shall not be eligible for election either as an Officer of the Association or as a Member of the Governing Council.
- 10.5 Nominations will be accepted from Members with voting rights and must be in the hands of the 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 not later than seven (7) days after close of Nominations. Marked ballot papers shall be returned to the Chief Executive Officer manually or electronically three

(3) days prior to the date of the meeting. Instruments of proxy described in Article 28 shall not be admissible for this purpose.

- 10.6 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.
- 10.7 The Chief Executive Officer of the Association shall be in attendance at all meetings of the Governing Council or nominate a representative when he is not available.
- 10.8 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.
- 10.9 A Member may vie for only one position at a time.
- 10.10 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.
- 10.11 The Governing Council shall make rules to govern the voting procedure.

11. Officers of the Association

- 11.1 The Officers of the Association shall be the President, Vice-President, Secretary and Treasurer. Any candidate seeking Nomination to office as an Officer of the Association shall have served as a Member of the Governing Council for a minimum period of three (3) years.
- 11.2 The Officers of the Association shall be Members of the Association elected to office at an Annual General Meeting. Each Officer of the Association shall hold office for an aggregate period of two (2) terms of three (3) years each.
- 11.3 Nomination Forms will be accepted only from Members with voting rights and must be in the hands of the 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 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 returned to the Chief Executive Officer manually or electronically three (3) days prior to the date of the meeting.

- 11.4 At 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 lot.
- 11.5 Upon election, Officers of the Association become Members of the Governing Council.
- 11.6 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
 - Bankruptcy
 - Insanity
 - Incapacitation
 - Death
- 11.7 The following shall be the standing committees of the Governing Council:
- Finance, HR & ICT Committee
 - Audit, Risk and Governance Committee
 - Procurement & Legal Affairs Committee
 - Road Safety Committee

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

12 Emoluments of Governing Council Members

Members of the Governing Council shall be eligible for 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.

13 **Chairmanship of the Governing Council**

Meetings of the Governing Council shall be chaired by the President of the Automobile Association of Kenya. In the absence of the President, the Vice-President, Secretary or Treasurer in that order shall chair the Governing Council meeting. If none of the Officers is present, Members present may appoint a temporary President amongst themselves for that meeting.

14 **Powers and Duties of Governing Council**

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

- 14.1 Regulate its own proceedings except in so far as the same are regulated hereby.
- 14.2 Appoint the Chief Executive Officer and other staff of the Association and fix their terms and conditions of service.
- 14.3 Assign implementation of policy to the Chief Executive Officer.
- 14.4 Co-opt persons to the Governing Council.
- 14.5 Appoint Officers and Governing Council Members to fill any vacancy that may occur between Annual General Meetings. Such persons appointed shall hold office until the next Annual General Meeting and shall be eligible for election in accordance with these Articles.
- 14.6 Appoint Auditors to fill any vacancy that may occur between Annual General Meetings.
- 14.7 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.
- 14.8 Delegate duties and functions and apply funds of the Association to further the objects of the Association.

- 14.9 Make such regulations as may be necessary for proper conduct of the activities of the Association.
- 14.10 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.
- 14.11 Ensure that proper books of account are maintained and ensure protection and security of the Association's properties.
- 14.12 The Governing Council may hire the professional services of a Member of the Governing Council as may be deemed appropriate.

15 Meetings of the Governing Council

- 15.1 The Governing Council shall meet at least once in every three (3) months and/or any other time as the Governing Council may deem fit.
- 15.2 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 (5) 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.
- 15.3 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.

16 Financial Year

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

17 Annual Report and Financial Statement

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 Chief Executive Officer for inspection by Members at least seven (7) days prior to the date of the Annual General Meeting.

17.1 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.

17.2 At every Annual General Meeting the Treasurer shall present the audited financial statements for the preceding financial year.

18. Auditors

18.1 Auditors of the Financial Statements 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.

19. Property of the Association

19.1 The immovable property and all investments of the Association shall be vested in AA Limited, a nominee company limited by guarantee.

19.2 The movable property of the Association investments shall be administered by and be at the disposal of the Governing Council.

20. Association and Affiliation

20.1 In accordance with Article 3.7, the Association, may at the discretion of the Governing Council, associate or affiliate with other Associations or Clubs on such terms and subject to such conditions as the Governing Council may decide.

ANNUAL GENERAL MEETINGS

21. Definition

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

22. Annual General Meetings

- 22.1 The Association shall hold an Annual General Meeting in every calendar year within fifteen months of the date of the preceding Annual General Meeting.
- 22.2 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 Chief Executive Officer not later than fourteen (14) days prior to the meeting.

23. Extraordinary Annual General Meeting

- 23.1 An Extraordinary Annual 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 Annual General Meeting may be requested by Members would include the following among others:-
- 23.2 Allegations of misappropriation and embezzlement of the Association's funds.
- 23.3 Allegations of any other serious matter of grave nature that may affect adversely the wellbeing of the Association.
- 23.4 In such instances or cases the petitioners shall provide adequate guarantees to cater for the costs of the Extraordinary Annual General Meeting and shall indemnify the Association in respect of losses and expenses that may accrue thereof. In addition the Petitioners shall make written submission for calling of the Extraordinary Annual General Meeting giving relevant evidence in support of the petition and further justify the urgency of calling the Extraordinary Annual General Meeting
- 23.5 The petitioners having complied with the provision of Article 23.1 will then be subject to a decision arrived at the Extraordinary Annual General Meeting which will determine the legitimacy of the said petition. Upon petition being upheld the Association shall bear the costs

of organizing the Extraordinary Annual General Meeting but if the petition is not upheld then the petitioners shall be called upon to meet the cost of hosting such as the Extraordinary Annual General Meeting.

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

24. Procedure for calling Annual General Meetings

24.1 The date, time and place of every Annual General Meeting shall be determined by the Governing Council.

24.2 Notices convening an Annual General Meeting shall be sent to the Members electronically and published in the Association's website under the hand of the Director General at least thirty (30) days before the date of such meeting and shall designate the date, time and place of such meeting and business to be transacted.

25. Quorum at Annual General Meetings

25.1 The quorum for an Annual General Meeting shall be thirty (30) Members present in person.

25.2 If there is no quorum at the expiry of thirty minutes after the time specified for the commencement of the Annual General Meeting, the meeting shall stand adjourned to the same day, time and venue, 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.

25.3 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.

26. Chairmanship of Annual General Meetings

At every Annual 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 President the Members present may elect a temporary President amongst themselves.

27. Voting During the Annual General Meeting

- 27.1 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.
- 27.2 Members of staff of the Association are entitled to attend the Annual General Meeting but are not entitled to vote under Articles 10, 11 and 28.
- 27.3 Except for election of Officers and Governing Council Members, which shall be as provided for in Article 10 and 11, voting at an Annual General Meeting shall be by a show of hands.
- 27.4 On a show of hands every Member entitled to vote and being present in person or by proxy shall have one vote. In the event of equality of votes the President shall have a casting vote.
- 27.5 Resolution shall be carried by a simple majority except as otherwise herein provided.
- 27.6 In the case of equality of votes the President shall be entitled to a casting vote in addition to his original vote.

28. Proxy Votes

- 28.1 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.
- 28.2 Such instrument shall be deposited at the registered Office of the Association and in the hands of the Chief Executive Officer not less than forty-eight (48) 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.

29. AMENDMENTS AND DISTRIBUTION

29.1 Amendment of Articles

These Articles 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 an Annual General Meeting unless Article 30.2 applies.

30. DISSOLUTION OF THE ASSOCIATION

30.1 The Association shall not be dissolved except by Resolution passed at an Annual 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 an Annual 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 (14) before the date of the meeting and the Members present thereat shall form a quorum.

30.2 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.

30.3 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.

31. EFFECTIVE DATES OF THE ARTICLES AND TRANSITIONAL PROVISIONS

31.1 These Articles shall come into force upon approval by the Annual General Meeting at which these amendments are passed.

31.2 All Officers of the Association 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.

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