

CONSTITUTION
for the
African Society for Ecological Economics (ASEE)

(Date: 28 October 2005)

1 Definitions and Interpretation

1.1 For the purposes of this Constitution, the following words and phrases shall have the following meanings attributed to them:

Association: shall mean "The African Society for Ecological Economics" (also known as the "ASEE") and shall encompass the term 'the society' for the purposes of incorporation.

Active Members: shall mean those individuals who pay an annual subscription to the Association. All Active Members shall also be members of the ISEE.

Active Student Members: shall mean those individuals who are enrolled at least half time in higher education who pay an annual subscription to the Association. All Active Student Members shall also be members of the ISEE.

EGM: shall mean an Extraordinary General Meeting of the Members of the Association.

Honorary Members: shall mean those individuals proposed by the Board and approved by the Members at an OGM. Honorary Members are exempt from all requirements to pay subscriptions but otherwise have the same status as Active Members.

Institutional Members: shall mean those organisations, bodies or businesses approved by the Board, which pay an annual subscription to the Association.

International Member: shall mean those members without right of residence in Africa, except where they are awarded Honorary Membership.

ISEE: shall mean the International Society for Ecological Economics.

Life Members: shall mean those individuals who qualify as Active Members but who pay a lifetime subscription fee.

Members: shall mean the Active Members, Active Student Members, Honorary Members, Life Members, International Members and Institutional Members of the Association from time to time.

OGM: shall mean an Ordinary General Meeting of the Members of the Association.

Student Members: shall mean those individuals who are enrolled at least half time in higher education, and are given dispensation from paying membership fees to the Association.

The position of *President*, as detailed in this constitution, includes the office of Chairman for the purposes of legal incorporation in Kenya.

The position of *General Secretary*, as detailed in this constitution, includes the office of Secretary for the purposes of legal incorporation in Kenya.

The position of *Treasurer*, as detailed in this constitution, includes the office of Treasurer for the purposes of legal incorporation in Kenya.

1.2 Unless otherwise specified, all other words shall have the meanings usually attributed to them in the context in which they appear. Words denoting one gender shall be taken to include all genders and words denoting the singular shall include the plural, and vice versa, as the context may permit.

2 Objectives

2.1 The primary aim of ASEE is to advance understanding of the relationships among socio-economic, cultural, institutional and ecological systems within the continent (and globally) for the mutual well-being of nature and people. ASEE would provide opportunities for members to apply the peculiar institutional, social, economic, cultural and historical experiences of Africa to explore what ways, and to what degrees the socioeconomic objectives traditionally associated with growth can be reconciled with concerns for environmental quality and preoccupations with poverty alleviation, social justice and variety of cultural forms.

2.2 In order to achieve this Primary Object, the Association also aims to:

2.2.1 Be a chapter of ISEE which is open to all disciplines, policy makers and the public with the common goal of achieving sustainable livelihoods in Africa.

2.2.2 Foster trans-disciplinary discourse and research among the social and natural sciences regarding problems of poverty alleviation, nature and environment interactions. Emphasis will be placed on how to manage African natural resources to improve sustainable livelihoods for humans and their ecosystem support structures.

2.2.3 Promote initiatives to bridge the gaps between science, policy and the people. Research aimed at learning from Africa's participatory culture will be encouraged to foster social inclusion in policy governance within the continent.

2.2.4 Produce and disseminate information on policies for sustainability locally, nationally, and globally through electronic, printed, oral and other publication means (e.g. newsletters, policy briefs, journals and books).

2.2.5 Provide an African network for activities in ecological economics.

2.2.6 Promote education, graduate research and research funding in ecological economics through the inter-regional and international networks which membership to ISEE provides.

3 Powers

3.1 The Association is hereby empowered through its Board to:

3.1.1 Organise and sponsor conferences and expositions;

3.1.2 Support meetings amongst its Members;

3.1.3 Collect subscription fees as required from Members and conference attendees;

3.1.4 Establish links with other associations and organisations;

3.1.5 Publish books, journals and other communications (e.g. web sites) in its own name;

3.1.6 Make and receive payments as necessary for meeting the Objects of the Association in addition to annual membership fees payable to ISEE secretariat.

3.1.7 Engage with the media, government agencies and other bodies in accord with meeting the Primary Object.

3.1.8 Participate in social processes of discussion, debate and decision-making concerning environmental policy and the science of sustainability.

4 Administration Offices

4.1 Subject to clause 4.3 the Administrative office of the Association shall be situated at the principal location of the President from time to time ("the Administration Office").

4.2 The Books and Treasury of the Association and the register of Members shall be situated at the Administration Office and shall be available for inspection by any Member of the Association.

4.2.1 In addition, copies of these documents will be available to Members who are unable to inspect them at the Administration Office, through format and media to be determined from time to time by the Secretary.

4.2.2 Following the submitting of a written request to the Administration Office, copies of part or all of the current Books and register of Members, may be prepared and sent to a Member by post, if the costs of preparation and postage are paid by or on behalf of the Member and not at the expense of the Association.

4.2.3 The Treasurer has discretion to waive the payment requirements set out in clause 4.2.2 above, if the costs to the Association are deemed by him/her to be negligible.

4.3 The Administration Office may be transferred to any other place in Africa as the Board may determine from time to time.

5 The Board and Trustees of the Association

5.1 The Association shall be governed by a board ('the Board') composed of not less than 6 or more than 15 Members.

5.1.1 Only Members of the Association may stand for election to the Board.

5.2 The members of the Board shall be elected by a ballot of the Members subject to the following conditions:

5.2.1 the following positions must be filled by direct election: President, no less than two Vice Presidents, General Secretary, Treasurer

5.2.2 the following positions must be filled as part of the regular operating of the Board: Newsletter Editor, and Web Manager.

5.2.3 The posts of President, Vice President, General Secretary, and Treasurer shall rotate among the five sub-regions of Africa: Western, Eastern, Central, Southern and Northern (the delineation of which shall be agreed at the first OGM. Revisions and adjustments to this regional delineation shall be the responsibility of the Board, subject to approval by OGM or EGM voting rules).

5.2.4 The Board of the Association shall be a federal body, where each of the five sub-regions noted in section 5.2.3 shall elect regional representatives in the year preceding the Association's general elections, in accordance with the general election procedures of the Association, with the one exception that only Members holding right of residence within a given region shall qualify to stand for election as regional representative. Members holding dual rights of residence shall not be allowed to stand for election in two regions simultaneously. Elected regional representatives shall be allowed to stand for any of the directly elected Board positions when it is that sub-region's turn to stand, or at any other such time as the Board might specify. Any actively serving regional representative shall be eligible for nominations to stand for any of the ordinary Board positions in subsequent general elections. Only individuals who are democratically elected as regional representative by Members of the Association within their own regions shall qualify to stand for any ordinary posts of the Board.

5.3.1 All outgoing Board members are eligible for re-election to the Board subject to the restrictions applying to the capacity in which they may serve contained in clause 6.

5.3.2 Nominations for election to the Board shall be made in writing to the Secretary supported by five Members eligible to vote and must be received at the Administration Office not later than the date specified by the Board for the receipt of such nominations.

5.3.3 Announcement of nominations procedures will be circulated to Members eligible to vote one month in advance of the required reply date.

5.3.4 All Members are eligible to vote for all Board posts except those to be held by Student Members. Student Members within Africa (as defined by the Board) shall vote only for the post(s) dedicated to Student Members. The Board may determine whether or not to allow Student Members outside of Africa similar rights in any given election. Not less than 1 nor more than 5 posts on the Board shall be dedicated to the representation of Student Members and these Student posts shall not replace any of the ordinary business posts elected by the active membership.

5.3.5 At least eight weeks will be allowed between posting of election ballots and the closing date for the receipt of replies.

5.4 The term of office of Board Members shall last for 3 years from the date of the appointment by postal ballot unless terminated sooner in accordance with clause 8.6, clause 11 or clause 13.5.5.

5.5 If a Board position becomes vacant at any time during the term of office of a Board Member the Board can subject to clause 5.1 co-opt any eligible Member willing to act to fill the vacancy created for any post except those of President or Vice-President.

5.5.1 Re-election shall be treated as a matter of urgency should the number of elected Board Members have been reduced to five.

5.5.2 A member of the Board so co-opted shall continue until the next general meeting of the Association whereupon they shall resign but may (if they choose and continue to be eligible) stand for election in the normal way. An individual co-opted to fill a vacancy on the Board shall have a term of office no longer than the remaining term of their predecessor.

5.5.3 The deliberations and actions of the Board shall not be invalidated for want of ratification of a provisional nomination to Board Membership.

5.6 The Board shall conduct the business of the Association in accordance with the Objects. The Board may delegate such of its functions, as it shall determine, to Sub-committees whose membership shall be determined by the Executive members of the Board.

5.6.1 The Board shall have the following Sub-committees: (i) Conference & Meetings, (ii) Education, (iii) Fund Raising & Membership, (iv) Publications & Publicity.

5.6.2 Each Sub-committee will have a Chair responsible for reporting to the Board.

5.6.3 Each Sub-committee will have as one of its members a Presidential or Vice-presidential Board member who shall not be entitled to also act as the Chair of the relevant Sub-committee.

5.7 All land, buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than three (3) trustees who shall be Members of the Association and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.

5.7.1 The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the Board, which shall authorize expenditure of such moneys as it thinks fit.

5.7.2 The trustees may buy and sell any sorts of assets or property on behalf of the Association (whether real or personal), where instructed to do so by the Board. Arrangements for all such buying or selling shall be reported by the trustees to the Board, which shall authorize such arrangements as it thinks fit.

5.7.3 Any investments made by the trustees on behalf of the Association shall take account of the Association's Objects and shall be ethically sound in that regard.

6 The Executive

6.1 The executive members of the Board ('the Executive') shall comprise a President, not less than 1 nor more than 2 Vice-presidents (as the Board shall determine), a Secretary and a Treasurer.

6.2 The Executive members will hold office for 3 years from the date of their appointment by ballot.

6.3 The President and the Vice-president(s) shall be elected by a ballot of Members by a simple majority of those voting. These officers cannot simultaneously hold other functions within the Executive. They are eligible for re-election to the same office once only.

6.4 The Secretary and Treasurer shall be elected by a simple majority at a Meeting of the Board from amongst its members. There is no constraint on re-election to these offices.

6.5 The Treasurer is regarded as a technical post and in the event that no member of the Board is considered by the Board to be suitably qualified, the Board may co-opt an individual to serve as Treasurer, which person need not be a Member of the Association. Where such a person is co-opted as Treasurer the provisions of clause 5.5.2 apply.

6.6 The Treasurer will have no voting rights at Meetings of the Board if he/she is not an elected (as opposed to a co-opted) member of the Board.

6.7 The office of Board member and Executive of the Association shall be unpaid.

7 Meetings of the Board

7.1 The Board shall hold meetings not less than twice each calendar year on such dates as are determined by the Board or when called by the President or by not less than half of the Board members.

7.2 Meetings of the Board shall be held either:

7.2.1 at the Administration Office or such place determined by the President with agreement of the Board, or

7.2.2 via electronic mail or telephone conferencing.

7.3 Decisions of the Board shall be by majority with each member of the Board having one vote (subject to clause 6.6). The quorum for Board meetings shall be 50 per cent of the members of the Board from time to time and must include the President or upon his/her consent a designated Vice-president. In the event of tied votes, the President, or his/her designated substitute, has a second casting vote.

8 Powers of the Board

8.1 The Board is invested with general powers to act in the name of the Association and to carry out or authorise all actions and operations permitted to the Association and which are not specifically in the domain of a general meeting of the Association to decide.

8.1.1 The Board may authorize any officer or officers to enter into contracts or to execute and deliver instruments in the name or on behalf of the Association; such authority may be general or confined to specific instances.

8.1.2 All checks, drafts, or other orders for the payment of money in the name of the Association shall be signed by such officer or officers of the Association, and in such manner as shall from time to time be determined by resolution of the Board.

8.2 The Board may utilise the Association's funds, and represent the Association in its promotion or defence.

8.3 The Board may:

8.3.1 employ and terminate the employment of persons and set their remuneration;

8.3.2 rent premises as needed by the Association and carry out repairs to the same;

8.3.3 take out any insurance as required by the Association in the course of carrying out its Objects.

8.4 The members of the Board, individually and collectively, shall be held harmless by the Association in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties, except where Board members are adjudged guilty of wilful misfeasance or malfeasance in the performance of their duties and every member of the Board shall be indemnified out of the assets of the Association against any liability incurred by him/her in the proper performance of his/her duties including (but not limited to) defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

8.5 The Board may delegate administrative duties and tasks not affecting decisions concerning the governance of the Association.

8.6 If a Board Member is formally charged in the court of jurisdiction with wilful misfeasance or malfeasance in the performance of their duties they are automatically suspended from all offices they hold with the Association, pending judgement being given in their favour or their acquittal with respect to the charges, whereas if they are adjudged guilty of wilful misfeasance or malfeasance in the performance of their duties they are automatically dismissed from all offices they hold with the Association.

9 Duties of the Executive

The Members of the Executive have the following specific duties:

9.1 The President shall be responsible for execution of the Board's decisions and for assuring the proper and effective functioning of the Association;

9.2 The Vice-president(s) shall support the President in the exercise of his/her duties and take the place of the President as the situation requires;

9.3 The Secretary shall be responsible for the calling of general meetings, elections and of Board meetings, for the taking of minutes, for Association correspondence, giving notice of meetings and elections, arranging venues, for the receiving and processing of proposals to amend this constitution and for keeping a register of Members;

9.4 The Treasurer shall deal with the accounts of the Association and, under the guidance of the President, effect all payments and receive all monies, and under instruction of the Board deal with the withdrawal, transfer and sale of all assets of the Association.

9.5 An auditor shall be appointed for the following year by the annual general meeting. All the Association's accounts, records and documents shall be open to the inspection of the auditor at any time. The Treasurer shall produce an account of his or 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 annual general meeting. 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 Association in what respect they are found to be incorrect, unvouched or not in accordance with the law.

9.5.1 A copy of the auditor's report on the accounts and statements shall be furnished to all members at the same time as the notice convening the general meeting is sent out. The auditor shall be an office bearer or a member of the Board of the Association.

9.6 The full complement of the Executive, President, all Vice Presidents, Secretary and Treasurer shall be responsible for reviewing proposals to amend this constitution, for determining the legal, procedural and material status of same said proposals and for positing proposals for voting by the next OGM or EGM, except in such instances as such proposals are found to be immaterial, procedurally invalid, redundant to current constitution or illegal. Where this full complement of the Executive decides that a such same said proposal is to be posited to the membership for voting, the Secretary shall be responsible for circulating the proposal to the full membership for consideration in good time prior to the next OGM or EGM. Proposals rejected by the Executive will be notified to the next OGM or EGM.

10 Membership

10.1 Membership of the Association is open to any person interested in ecological economics or related disciplines and supporting the Objects of the Association subject to the terms and conditions outlined below

10.2 There are seven classes of membership: the Active Individual Member, the Life Member, the Honorary Member, the Institutional Member, the Student Member, the Active Student Member, and the International Member.

10.2.1 *Active Individual Members*: shall mean those individuals who pay an annual subscription to the Association. All Active Members shall also be members of the ISEE. The membership fees and structure shall be as defined by the ASEE Board. To be eligible to subscribe as an Active Individual Member, the prospective individual must have a right of residence in an African country at the time of application. Africans in diaspora who have right of residence in an African country shall qualify for active membership,

unless otherwise decided by the ASEE Board. Similarly, individuals from other continents who have a right of residence in Africa shall qualify for active membership.

10.2.2 *Life Members*: shall mean those individuals or organizations who qualify as Active Members but who pay a lifetime subscription fee.

10.2.3 *Honorary Members*: shall mean those individuals proposed by the Board and approved by the Members at an OGM. Honorary Members are exempt from all requirements to pay subscriptions but otherwise have the same status as Active Members.

10.2.4 *Institutional Members* shall be accepted by the Board upon payment of an annual subscription deemed by the Board to be substantive but no less than the maximum annual subscription fee for an Active Member.

10.2.4.1 All Institutional Members must have aims and objectives in accord with the Objects of the Association and be considered by the Board to be ethically sound in that regard.

10.2.4.2 No Institutional Member may vote or stand for election.

10.2.5 *Student and Active Student Members* shall apply in writing to the Secretary annually with proof of their continuing student status. The Secretary may delegate this responsibility, or any part thereof, to the ISEE.

10.2.5.1 Student Members shall be allowed to join the Association for 3 years without paying an annual subscription subject to approval and any conditions set by the Board (e.g. a written piece on their interests or research, residence within Africa as defined by the Board).

10.2.5.2 Student Members will have no voting rights under this constitution except for the Board posts dedicated to Student or Active Student Members.

10.2.6 *International Members* shall be a membership status awarded to individuals without a right of residence in Africa but interested to join ASEE. The specific terms for awarding this membership status shall be decided by the ASEE Board. International Members shall be required to hold membership with the ISEE regional society appropriate to the country in which they do hold right of residence (if such a regional society exists) and, where such 'right of residence' based regional society membership is possible, International Members will not receive ISEE membership privileges through ASEE. On all other matters International Members will have equal rights as the Active Individual Member but will not be eligible to stand for election to ASEE governing bodies.

10.3 Applications for Membership are to be made in writing to the Administration Office signed by the person wishing to become a Member. The Board may choose to delegate this responsibility to the ISEE. Applications shall be accepted by the Board upon

verification that the person fulfils the conditions laid out herein. A decision of the Board shall be final in this regard.

10.4 Subscription levels shall be set annually by the Board, and shall become due annually, according to a calendar fixed by the Board.

11 Termination of Membership

Membership shall be terminated by the following means:

11.1 Resignation: Any Member can resign from the Association through addressing their notice of resignation to the President, by registered letter. The person thereby ceases to be a Member at the end of the calendar year of resignation.

11.2 Expulsion. The Board has the authority to expel a Member, either for failure to pay subscription charges in full within six months of the due date, or for serious misconduct or bringing the Association into disrepute. The decision shall be communicated to the relevant Member by first class registered post letter within 14 days of the decision being taken. If the Member requests in writing addressed to the President within 14 days of the date on which notice is sent by the Board, the decision to expel shall be considered by the next OGM of the Association, which shall be the final arbiter.

11.3 Death. In the case of death of a Member, membership of the Association ceases on death and does not pass by way of succession to any beneficiary of the deceased.

11.4 The death, resignation or expulsion of a Member shall not entail the termination of the Association, which continues to exist between the other Members.

11.5 Any Members who have resigned or been expelled, and the beneficiaries of a deceased Member, shall be liable for payment of all overdue subscriptions, including for the year of resignation, expulsion or death.

12 Resources

12.1 The Board may determine at any time to maintain a reserve fund.

12.2 The reserve fund may correspond to the excess of annual receipts over expenses;

12.3 Reserve funds of the Association shall be employed toward the smooth running of the Association and shall be directed by motions of the Board

12.3.1 The Board may direct funds toward relevant activities in which Members are involved, subject to the provision that distribution of funds among Members without justification based on specific reference to the Objects of the Association is prohibited.

12.4 All funds of the Association not otherwise employed shall be deposited promptly to the credit of the Association in such banks or other depositories as the Board may select.

13 General Meetings

13.1 The General Meeting shall be composed of all the Members of the Association whatever their category of membership.

13.2 The decisions taken by a vote in a General Meeting are binding on each and every Member.

13.3 There are two categories of General Meeting.

13.3.1 Ordinary General Meeting ('the OGM'). An OGM shall take place at least once every two years, in accordance with the decisions of the Board, at the place, day and time indicated in the Notice of Meeting.

13.3.2 Extraordinary General Meeting ('the EGM'). Any question or decision relating to the Constitution of the Association shall be dealt with in an EGM or by a substitute postal ballot of the Members. An EGM or a substitute postal ballot of the Members may be called by the Board or by the written demand of at least 20% of Active Members; in the latter case the Meeting must take place within 30 days of the receipt of the demand by the Secretariat.

13.4 Convening a Meeting. For all General Meetings, the Notice of Meeting should be sent (by ordinary letter or facsimile or electronic mail) to every Member, at least 15 days before the date set for the Meeting together with the meeting agenda. The final agenda shall include any propositions made with the signature of at least 20% of Members and received by the Secretariat at least 8 days before the Meeting.

13.5 Composition and Voting

13.5.1 Every general meeting of the Association shall be chaired by the President. In his/her absence a Vice-president may chair the meeting or in the absence of both President and Vice-president the meeting may designate a chair from among Members present.

13.5.2 The functions of secretary of the meeting shall be carried out by the Secretary or, in his/her absence, by a Member present and designated by the Meeting.

13.5.3 A written record shall be made of attendance at the Meeting, signed by each Member upon entry to the meeting and certified by the Chairperson and Secretary of the meeting.

13.5.4 An Active Member not present may be represented exclusively by another Active Member (a proxy). Each Active Member shall have one vote, and may also exercise proxy votes on behalf of another Active Member, upon receipt by the Secretary of authorisation in writing signed by the Active Member upon whose behalf the proxy is being exercised. The number of proxy votes that may be held by any Active Member in a General Meeting is limited to three (in addition to their own vote).

13.5.5 Decisions shall be taken by a show of hands, by simple majority of Active Members present or represented by proxy. Any Active Member may, however, demand that the decisions be taken by secret ballot upon which the Members shall vote on the proposition.

13.5.5 Decisions to amend this constitution *or to expel a Member from the Board* shall be subject to the procedures of proposal outlined in sections 14.2.4, 9.3, 9.6 and 15.4 and shall require approval by a two thirds (2/3) majority of voting Members at the OGM or EGM where they are posited, with a quorum required.

13.6 Quorums and Reconvention

13.6.1 The quorum for an OGM, or a postal ballot, shall be not less than 20% of Members entitled to attend and vote.

13.6.2 In the case of an EGM the quorum shall be 30% of Members entitled to attend and vote.

13.6.3 In the case of an OGM or EGM, if a quorum is not attained, the meeting shall be adjourned to such time and place (being not more than 60days following the date of the original meeting) as the chair of the meeting shall determine. At such a reconvened meeting even if a quorum is not present the Members present shall be entitled to consider the resolutions put to the meeting, which business shall be deemed to have been validly transacted for all purposes. If a quorum is not attained for a postal ballot then at the discretion of the Board the postal ballot may be reissued within 30 days of the closing date of the original postal ballot.

13.6.4 All meetings of the Association other than OGMs (and postal ballots) shall be EGMs.

14 Business of the General Meetings

14.1 At the OGM, the Board shall report to the Members its management activities undertaken since the previous Meeting, and on the Association's financial situation and general state of the Association.

14.2 The OGM shall:

14.2.1 approve or amend the accounts placed before it by the Treasurer for the preceding period;

14.2.2 vote on budgetary provisions for the period to come; and

14.2.3 vote on the expulsion, replacement and election of Board members as required in this constitution.

14.2.4 when presented with proposals to amend this constitution, vote on same said proposed amendments to this constitution, subject to adherence to the procedures of notification outlined in section 9.3 and 9.6 above.

14.3 At all general meetings of the Association the Members shall consider only that business which has been notified to the Members in the notice calling the relevant meeting.

15 Dissolution and Amendments to the Constitution

15.1 The Association shall not be dissolved except by a resolution passed at a general meeting of Members by a vote of two-thirds of the Members present. The quorum at the meeting shall be as shown in Article 13.6. If no quorum is obtained, the proposal to a further general meeting which shall be held one month later from the date of the meeting. Notice of this meeting shall be given to all Members of the Association at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of Members present.

15.2 Provided however that, no dissolution shall be effected without obtaining prior permission from the registrar upon written application signed by three of the office bearers to the registrar

15.3 When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the committee (Board) or any office bearer of the Association other than get in or liquidate for cash all the assets of the Association, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for the dissolution is passed.

15.4 Proposals to amend this constitution shall be required to be sent to the Secretary of the Association and received in good time to be reviewed by the Executive and made available to the membership for consideration prior to the next OGM or EGM where they may be posited for voting.

16 Governing Law

16.1 The operation of the Association and this constitution shall be governed by and interpreted in accordance with the laws of Kenya and the Members agree to submit to the exclusive jurisdiction of the Kenyan courts.

16.2 In the case of the relocation of the Administration Office outside of Kenya (in accordance with the procedures laid down in clause 4 above), the governing laws shall remain those of Kenya.

17 Commencement

The terms of this Constitution shall come into effect at the end of the EGM or ballot in which it is adopted by the Members and upon signature by the President, Vice-Presidents and Secretary. It supersedes all other similar documents, which are hereby revoked.

Signed this day _____:

_____ (PRESIDENT)

_____ (VICE-PRESIDENT)

_____ (VICE-PRESIDENT)

_____ (SECRETARY)