

## **THE CONSTITUTION OF THE ANIMAL PRODUCTION SOCIETY OF KENYA (Amended October 2021)**

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The Animal Production Society of Kenya is a not-for-profit organisation and non-political society.

### **1.0 NAME**

- 1.1 The name of the Society shall be Animal Production Society of Kenya, APSK in short form, hereinafter referred to as the “Society”.

### **2.0 OBJECTIVES OF THE SOCIETY**

- 2.1 Provide a common forum to exchange ideas among researchers, agricultural trainers, extension service providers, farmers, processors, livestock traders and other stakeholders;
- 2.2. Disseminate and encourage adoption of research findings and technologies in animal production;
- 2.3. Assist members in self development in their professional disciplines;
- 2.4. Establish and strengthen linkages with relevant institutions and organization nationally, regionally and internationally;
- 2.5. Promote and contribute to the development of policies affecting animal production;
- 2.6. Promote and contribute to the development and review of curricula in animal production disciplines offered by institutions of higher learning;
- 2.7. Undertake or commission research and consultancies in animal production;
- 2.8. Advocate for, and provide professional advice on the development of the livestock industry.

### **3.0 ORGANIZATION OF THE SOCIETY**

- 3.1 The Society shall comprise the Annual General Meeting, the Executive Committee and Branches
- 3.2 The Society shall have Branches in any part of Kenya.

- 3.3 A Branch may be formed at county, group of counties and institutional level as may be determined by the Executive Committee and ratified by the Annual General Meeting.

#### 4.0 **MEMBERSHIP**

- 4.1 Membership shall be open to a person with at least a bachelor's degree in Animal Sciences and related fields.
- 4.1.1 Membership will consist of ordinary membership, student membership, life membership, honorary membership and corporate membership
- 4.1.2 A student pursuing a degree in Animal Sciences or related fields is eligible for student membership
- 4.1.3 An institution dealing with matters related to Animal Agriculture is eligible for corporate membership
- 4.2 The Executive Committee shall review the membership registration and subscription fees every 3 years and present its recommendations at the Annual General Meeting for ratification and approval.
- 4.3 An applicant who fulfils the criteria set above shall be eligible for membership to the Society and shall, subject to the approval of the Society's Executive Committee, become a member on payment of a non-refundable registration fee based on type of membership applied for as shown below or as shall be determined by the Annual General Meeting:
- 4.3.1 Ordinary Membership: Registration fee and an annual subscription as determined under sub-section 4.2.
- 4.3.2 Student Membership: A student currently enrolled in any recognised institution pursuing a bachelor's degree in Animal Sciences or related fields) will be eligible to become a member upon payment of 20% of ordinary membership registration and annual subscription fees under sub-section 4.2.
- 4.3.3 Corporate Membership: Any interested organisation, company, institution or department shall qualify for a corporate membership to the Society by paying Registration fees of KShs. 10,000 and annual subscription fees of Kshs. 5,000. Their contribution shall be acknowledged by giving them special favour in form of publicity in Society's proceedings, field days, etc.

- 4.3.4 Life Membership: Only individuals can qualify for Life membership. Individuals for this category of membership shall be selected by a panel appointed by the Executive Committee. Life membership shall be approved by the Annual General Meeting. Qualifications will be based on contribution of the member to the Society for a period not less than 15 years consecutively, and on payment of a sum of Kshs. 30,000 upon the acceptance of recognition.
- 4.3.5 Honorary Membership: An ordinary member who has offered distinguished services can be feted with a medal or certificate. The same shall apply to an individual who is not a member of the Society but has been recognized for exemplary service to the Society. This category of membership shall be recommended to the Annual General Meeting by the Executive Committee and is exempt of any fees.
- 4.4 Application for membership shall be on prescribed forms signed by the applicant and handed over to the Secretary General of the society.
- 4.5 Members will be issued with certificates as will be decided by the Executive Committee and approved by the Annual General Meeting.
- 4.6 Ordinary, student and corporate members shall pay their annual subscription fees by 31st December each year in order to maintain their membership. Failure to comply shall result in automatic termination of membership.
- 4.7 Members whose membership is terminated for non-payment of the annual subscription fees shall apply for readmission in the normal procedure if they wish to be reinstated after paying the outstanding fees.

## 5.0 **THE EXECUTIVE COMMITTEE OF THE SOCIETY**

- 5.1 The Executive Committee of the Society shall comprise of a Chairman, a Vice-Chairman, Secretary General, Treasurer, Organizing Secretary, and four other committee members all of who shall be fully paid-up members elected at an Annual General Meeting. Depending on the outcome of the election of the five executive positions, the four committee members shall represent the Ministry responsible for livestock matters, research, academia, gender, pastoralist and private sector.
- 5.2 The term of office for the executive committee shall be 2 years, renewable once.

- 5.3 Co-opted members (see sub-section 7.2 of this constitution) of the Executive Committee shall have full voting rights.

## 6.0 **ELECTION OF THE EXECUTIVE COMMITTEE MEMBERS**

### 6.1 Nominations of the Executive of the Society

- 6.1.1 All nominees shall be paid up members of the society.
- 6.1.2 All nominations shall be received in writing, including the consent of the nominee, by the Secretary General by the beginning of the Annual General Meeting.
- 6.1.3 A vacancy occurring between Annual General Meetings of the Society shall be filled by the Executive Committee through co-option (see sub-section 7.2 below).
- 6.1.4 No member of the Society shall be nominated to same position on the Executive if he/she has held that position for the previous two consecutive terms.
- 6.1.5 The other four Committee members shall, as far as is possible, represent special interests.

### 6.2 Election of the members of the Executive Committee

- 6.2.1 The Annual General Meeting shall elect the members of the Executive Committee using any method approved at the Annual General Meeting.

## 7.0 **FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE**

- 7.1 The Executive Committee shall be responsible for the management of the affairs of the Society.
- 7.2 The Executive Committee shall have the power to co-opt members to fill casual vacancies as may become necessary from time to time, and special interest position not filled by the Annual General Meeting.
- 7.3 The right to publish any material relating to the activities of the Society in the name of the Society rests solely with the Executive Committee.
- 7.4 The Executive Committee shall have the right to require the resignation of any member of the committee due to proven inefficiency in carrying out the duties assigned to him, misconduct in office, bankruptcy or acting in a way that brings into disrepute the animal

production profession. The executive committee shall discuss the conduct of such committee member in his/her absence, and he/she shall be given an opportunity to defend him/herself. A vote shall be taken and the action to remove the member from the committee shall be taken when two thirds of those present excluding the member concerned vote for such action. The vacancy will then be filled as per sub-section 7.2.

## 8.0 **DUTIES OF THE OFFICE BEARERS**

### 8.1 The Chairman shall:

- 8.1.1 Co-ordinate activities of the Society.
- 8.1.2 Chair all Society meetings including General Meetings and those of the Executive Committee.
- 8.1.3 Handle matters pertaining to Public Relations for the Society.
- 8.1.4 Present the society state of affairs to the Annual General Meeting
- 8.1.5 Coordinate resource mobilization activities

### 8.2 The Secretary General shall:

- 8.2.1 Deal with all correspondence in accordance with what is laid down or relevant to the constitution of the Society.
- 8.2.2 Take minutes and keep records of all meetings of the Executive and of the Society.
- 8.2.3 Give adequate notice to members of the Executive of all meetings of the Executive and to members of the Society for meetings and functions held by the Society.
- 8.2.4 Keep and update a register of names and addresses of all members of the Society, including processing of membership documents.
- 8.2.5 Prepare an annual report on the activities of the Society.

### 8.3 The Organizing Secretary shall:-

- 8.3.1 Be responsible for the planning and co-ordination of matters pertaining to the holding of Society's Conferences, Workshops, Seminars, Symposia, Field Days and any other related duties.

- 8.3.2 Be responsible for APSK publicity including the use of information and communication technology tools, advertisements, announcements, poster and bulletin preparation.
- 8.3.3 Send call for papers in time for all forthcoming APSK symposia, workshops and conferences.
- 8.3.4 Organise for peer review of all manuscripts submitted to APSK to ensure quality publications.
- 8.3.5 Be responsible for all APSK editorial and publication matters – proceedings, books, pamphlets, newsletter etc

8.4 The Treasurer shall:-

- 8.4.1 Shall receive all monies due to and payable to the Society for the use of the Society, and out of such monies shall pay and disburse all sums of money which may be due from or payable by the Society and shall keep particular accounts of all such receipts and payments, in the way which shall be deemed proper by the Executive.
- 8.4.2 Prepare and submit an audited Report and Financial Statement to the Annual General Meeting.
- 8.4.3 Give an accurate statement of accounts at all meetings of the Executive.

8.5 The Vice-Chairman shall: -

- 8.5.1 For all practical purposes, perform the Chairman's functions in his/her absence.

9.0 **MEETINGS OF THE EXECUTIVE COMMITTEE**

- 9.1 Meetings of the Executive Committee shall be held as required but in any case at intervals not greater than three months. The meetings can be physical, virtual or hybrid or as will be determined by the executive committee
- 9.2 The Chairman of all meetings shall be the Chairman of the Society, whom failing, the Vice-Chairman, whom failing a temporary chairman elected from and by those members present and constituting a quorum.

- 9.3 The quorum shall be one third (1/3) of members of the Executive.
- 9.4 All members of the Executive Committee shall have one vote, except the Chairman who shall exercise a casting vote.
- 9.5 Except as herein stated, the Executive shall have power to determine its own procedure.

## 10.0 **FUNDS**

- 10.1 The Annual General Meeting shall determine the annual subscription.
- 10.2 Payment of the annual subscription fees shall be due not later than 31<sup>st</sup> December of each year.
- 10.3 Members joining before the 31<sup>st</sup> December in any one year must pay the entire annual subscription for that calendar year.
- 10.4 Members on check-off will be considered to be paid up as per prescribed amount unless they withdraw.
- 10.5 All funds of the Society shall be kept in a bank approved by the Executive under the signature of the Chairman, Treasurer and at least one other member of the Executive Committee.
- 10.6 Annual subscriptions are irredeemable.
- 10.7 The funds of the Society may only be used for the following purposes:-
  - 10.7.1 Financing of the general running of the Society
  - 10.7.2 Payment of honoraria, sitting allowances and/or duty allowances to those given specific assignments, office bearers, and committee members as approved by the Annual General Meeting or Special General Meeting
  - 10.7.3 Financing of workshops, conferences, seminars and meetings that serve in meeting the objectives of the Society
  - 10.7.4 Publication of newsletters, journals and other relevant materials
  - 10.7.5 Dissemination of important information to the relevant stakeholders

- 10.7.6 Collection and documentation of relevant experiences and innovations
  - 10.7.7 Acquisition of books, journals and magazines that are relevant to the objectives of the Society
  - 10.7.8 Payment of wages and office administration costs
  - 10.7.9 Any other purpose discussed and approved at an Annual General Meeting or Special General Meeting
- 10.8 All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Society in any bank or banks approved by the Executive committee.
- 10.9 No payments shall be made out of the bank account without a resolution of the Executive committee authorising such payment and all cheques on such bank account shall be signed by the Treasurer, the Chairman and one other office bearer of the Society who shall be appointed by the committee.
- 10.10 A sum, not exceeding Ks. 30,000 or as may be determined by the Annual General Meeting, may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- 10.11 The Executive committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and shall have power to appoint another person in his/her place. Such suspension shall be reported to the Annual General Meeting of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.
- 10.12 The financial year of the Society shall be from 1<sup>st</sup> January to 31<sup>st</sup> December

## 11.0 **TRUSTEES**

- 11.1 All land, buildings and other immovable property and all investments, securities and deposit accounts which shall be acquired by the Society



shall be vested in the names of not less than four (4) trustees or as may be decided by the Annual General Meeting, who shall be members of the Society and shall be appointed at an annual general meeting for a period of three years. On expiry of their term 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 the next general meeting.

- 11.2 The trustees shall pay all income received from property vested in the trustees to the Society's Treasurer. Any expenditure in respect of such property, which in the opinion of the trustees is necessary or desirable, shall be reported by the trustees to the Executive committee which, shall authorise expenditure of such moneys as it deems fit.
- 11.3 The trustees shall submit a report to the Society's Executive committee Chairman to be included in the Treasurer's report to be presented at the Annual General Meeting.

#### 12.0 **PATRON OF THE SOCIETY**

- 12.1 The Cabinet Secretary in charge of matters related to Animal Agriculture or an appointee of that office shall be the Patron of the Society.

#### 13.0 **AUDITOR**

- 13.1 An auditor shall be appointed by the Executive and approved by the Annual General Meeting and shall not be a member of the Society.
- 13.2 The accounts of the Society shall be submitted by the Treasurer to the Auditor at any time for a report.
- 13.3 The financial year of the Society shall run from 1<sup>st</sup> January to 31<sup>st</sup> December and financial statements and all records necessary for auditing should be ready not later than 120 days after 31<sup>st</sup> December.

#### 14.0 **ANNUAL GENERAL MEETING**

- 14.1 The Annual General Meeting shall be held any time during the last four calendar months of the year and may precede or succeed a Special General Meeting. The Annual General Meeting can be physical, virtual or hybrid as may be determined by the executive committee.

14.2 The order for the agenda at the Annual General Meeting shall be:-

- 14.2.1 Apologies for absence.
- 14.2.2 Matters arising from and approval of the minutes of the previous Annual General Meeting.
- 14.2.3 Chairman's address.
- 14.2.4 Secretary General's Report.
- 14.2.5 Treasurer's Report and presentation of audited Financial Statement of the Society.
- 14.2.6 The determination of the annual subscription fees for all categories of members for the following period.
- 14.2.7 Matters of which proper notice has been given (see sub-section 14.3 below). Any other motion may be debated only after unanimous acceptance by the meeting.
- 14.2.8 Election of new Executive committee members.

14.3 Notice of Annual General Meeting

- 14.3.1 Notice of the Annual General Meeting shall be communicated by the Secretary General not less than twenty one days before the date of the Annual General Meeting.
  - 14.3.2 Any motion in writing, signed by a member proposing and a member seconding such motion, received by the Secretary General not later than fourteen days before the date of the Annual General Meeting shall be included in the notice for such a meeting.
- 14.4 The quorum for the Annual General Meetings shall be two-thirds of the paid-up members of the Society.
- 14.5 The Chairman of all Annual General Meetings shall be Chairman of the Society whom failing the Vice-Chairman, whom failing a temporary Chairman nominated from those present and constituting a quorum.
- 14.6 All registered members of the Society attending the Annual General Meeting shall have one vote, except the Chairman who shall exercise a casting vote.

14.7 A copy of the minutes of the Annual General Meeting shall be sent by the Secretary General to all members of the Society.

14.8 Where not already provided in this constitution, the procedure for the conduct of the Annual General Meeting shall be determined by the Executive committee.

#### **15.0 SPECIAL GENERAL MEETING OF THE SOCIETY**

15.1 The Executive shall be able to call a Special General Meeting from time to time. Such meetings may be held on their own or in association with symposia, workshops, conferences and field days.

15.2 Any ten members of the Society may submit a written petition to the Secretary General for application to hold a Special General Meeting. If the Secretary General fails to post notice of such a meeting within fourteen days of the request, the ten members shall have power to call the Special General Meeting of the Society.

15.3 Notice of all Special General Meetings must be posted not less than twenty-one days before the proposed date of the meeting.

#### **16.0 PROCEDURE AT MEETINGS**

16.1 At all meetings of the Society the Chairman, or in his absence, the Vice-chairman, or in the absence of both, a member selected by the meeting, shall take the chair.

16.2 The Chairman may at his discretion limit the number of persons to speak in favour of and against any motion.

16.3 Resolutions shall be decided by voting either by secret ballot or by show of hands as shall be decided at the Annual General Meeting. In the case of a tie, the chairman shall have a second or casting vote.

16.4 Any person, not contesting any of the Executive offices, shall be appointed as the Returning officer for the purpose of the Society's elections at the Annual General Meeting and will receive all nominations before elections are conducted.

16.5 The Secretary General shall explain to the Annual General Meeting the election procedures before the sitting committee hands over the business of election to the Returning Officer.

#### **17.0 INTERPRETATION**

17.1 The interpretation of this Constitution shall be by the agreement of two-thirds of the members of the Executive of the Society.

## 18.0 **AMENDMENTS TO THE CONSTITUTION**

- 18.1 The constitution shall only be altered at an Annual General Meeting or at a Special General Meeting of the Society.
- 18.2 Any alteration to the Constitution can only be considered at the Annual General Meeting or Special General Meeting if the motion has been included on the agenda circulated to all members of the Society not less than twenty-one days before the date of the meeting.
- 18.3 Any proposal for alteration to the constitution shall be circulated to every member together with the agenda for that meeting.
- 18.4 Alterations to the Constitution of the Society must be agreed upon by a two-thirds majority of those present at the meeting and constituting a quorum.

## 19.0 **INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

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

## 20.0 **DISSOLUTION OF THE SOCIETY**

- 20.1 The Society 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 rule 14.4. If no quorum is obtained the proposal to dissolve the Society shall be submitted to a further general meeting, which shall be held one month later. Notice of this meeting shall be given to all members of the Society at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- 20.2 Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar of Societies, obtained upon

application to him/her made in writing and signed by three of the office bearers.

- 20.3 When the dissolution of the Society has been approved by the Registrar, no further action shall be taken by the Executive committee or any office bearer of the Society in connection with the aims of the Society other than to access and liquidate for cash all the assets of the Society. Subject to the payment of all the debts of the Society, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution is passed.