



Geothermal Association of Kenya

Approved
26/6/21
Ahmed

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ART. 1 - DEFINITION

- i. The Geothermal Association of Kenya, hereinafter called "the Association", is a scientific, educational and professional organization established to operate in Kenya. It is a non-governmental, non-profit organization with no political affiliation.
- ii. Its aim is to be the hub and fulcrum that catalyzes geothermal sector growth in Kenya and the region and to be the representative voice of the geothermal sector

that promotes successful investments, develops professionals, facilitates research, collaborations and innovations to enhance productivity and sustainability.

ART. 2 - REGISTERED OFFICE

The Association is a non-profit organization, presently chartered as the Geothermal Association of Kenya, under the laws of Kenya. The Board of Directors may, by a simple majority vote, determine the new location of the Registered Office and Secretariat.

ART. 3 - STRUCTURE

The Association consists of its Membership, its Board of Directors, its Officers, its Permanent Committees, its Secretariat and such Committees and Affiliated Organizations as from time to time may exist.

ART. 4 – MEMBERSHIP

The membership shall be clustered into two main classes consisting of:

- Group Membership
 - Individual Membership
- i. Any of these classes may be eliminated and other classes added by the Board of Directors.
 - ii. Members are admitted to the Association on receipt of written application and acceptance by the Board or the Chief Executive Officer. Applications to join the Association shall be sent to either the Secretary or the Chief Executive Officer.
 - iii. Membership is subject to an annual subscription to be determined from time to time by the Board of Directors, or by a Committee of the Board acting on its behalf.
 - iv. Group Membership: This group shall consist of corporate bodies and institutions that deal directly or indirectly with geothermal energy or have a direct or indirect relationship with geothermal energy. Group Membership will include:
 - Patron Corporate Members
 - Corporate Members
 - Institutional Members
 - Affiliated Members
 - Any other as may be considered to qualify by the Board of Directors

a. Patron Corporate Members

These are organizations which are established on commercial, profit-making or otherwise and are interested in geothermal energy and support the objectives of the Association. Each Patron Corporate Member is entitled to four voting representatives. Each representative will receive all the documentation provided by the Association to Individual Members. Patron Corporate membership subscription shall be determined by the Board of Directors.

b. Corporate Members

These are organizations which are established on a commercial, profit-making or otherwise and are interested in geothermal energy and support the objectives of the Association. Corporate membership subscription shall be determined by the Board of Directors. The following three categories are hereby established, but may be further amended by the Board of Directors:

- Gold Membership Category – Each Gold Corporate Member is entitled to three voting representatives. Each representative will receive all the documentation provided by the Association to Individual Members.
- Silver Membership Category – Each Silver Corporate Member is entitled to two voting representatives. Each representative will receive all the documentation provided by the Association to Individual Members.
- Bronze Membership Category – Each Bronze Corporate Member is entitled to one voting representative. Each representative will receive all the documentation provided by the Association to Individual Members.

c. Institutional Members

These are academic institutions which have courses relevant to the geothermal sector and which support the objectives of the Association. They may include High Schools, TVET Institutions, Universities or any other category of recognized academic institution.

Each Institutional Member is entitled to two voting representatives. Each representative will receive all the documentation provided by the Association to

Individual Members. Institutional membership subscription shall be determined by the Board of Directors.

d. Affiliated Members

These are associations, organizations or groups who would wish to be affiliated to GAK for specific objectives. Their obligations and benefits may differ from those of other group membership according to the terms agreed between the organization and the Board of Directors of GAK. The annual subscription fee shall be determined by the Board of Directors. An affiliation shall be time bound, for a period to be determined by the Board of Directors.

v. Individual Membership: This group of membership shall vary with category as may be determined by the Board of Directors. Members of this cluster include:

- Professional members
- Graduate members
- Student members
- Honorary members
- Any other as may be considered to qualify by the Board of Directors

a. Professional Members: These are individuals such as Geoscientists, Engineers, Technologists, Lawyers, Accountants, Technicians and such other persons as may be considered to qualify by the Board of Directors. Has one voting right. The annual subscription fee shall be determined by the Board of Directors.

b. Graduate Members: Membership for a transition period of 3 years from the date of graduation for Graduate University or TVET students, after which, the members shall be considered professional members. The annual subscription fee shall be determined by the Board of Directors. Graduate members have no voting right.

c. Student Members: Any bona fide student in a local or internationally recognized institution of higher learning. This category excludes PhD students, who will be considered professional members. Student members have all the rights, the privileges and the duties of membership but do not have the right to vote or to hold office. The annual subscription fee shall be determined by the Board of Directors.

d. Honorary Members: This is a significant honour bestowed by GAK Board and awarded for life to an individual who has rendered meritorious service to the

Association or to the geothermal sector in Kenya. The awardees can be drawn from GAK membership as well as non-members of GAK. Recipient nomination will be administered by the Legal Affairs and Nominating Committee and presented to the Board of Directors. Recipient has one voting right but is not eligible to serve in the Board or Management. If the GAK Medal of Honour recipient is not a GAK member, s/he will be automatically recommended to the GAK Board of Directors for GAK Honorary Membership.

ART. 5 – AFFILIATIONS

- i. The Geothermal Association of Kenya (GAK) shall be affiliated to the International Geothermal Association (IGA) or any other relevant Association or body for a period to be agreed in the affiliation agreement.
- ii. Educational and / or scientific organizations devoted to geothermal research, development and utilization may become Affiliated Organizations of the Association by approval of the Board of Directors of the Association.
- iii. Each prospective Affiliated Organization shall agree with the Board of Directors of the Association on a scheme defining the duties and obligations of the two bodies towards one another. This scheme ("the Affiliation Agreement") shall specify (inter alia) the annual dues, the date on which such dues must be paid and any modification of the benefits which members of the Affiliated Organization will receive.
- iv. The Affiliated Organization shall promote the aims and objectives of the Association and shall cooperate with the Association in activities of mutual interest.
- v. The Affiliated Organization shall operate under its own charter and bylaws and shall have no authority to represent the Association, or to commit it to any course of action, or to incur expenses on its behalf, or to use the GAK logo in any publication, except as may be authorized in writing by the Board of Directors of the Association.
- vi. Liaison officers between Affiliated Organizations and the Association may be appointed by mutual agreement of the parties.

ART. 6 - LOSS OF MEMBERSHIP STATUS

- i. Any Member of the Association may resign by giving notice in writing to either the Secretary or the Chief Executive Officer of the Association.

- ii. Membership status shall be lost:
 - If a member fails to pay subscription fees for two consecutive years.
 - If in the opinion of the two-thirds of the full Board of Directors of the Association any member has committed breach of the rules or acted in an unethical or unprofessional manner.
- iii. In the case of expulsion or suspension of membership, a member shall have the right of appeal before the Board of Directors in his / her defense, either in person or by counsel. For readmission, the member shall comply with the laid down procedures by the Board of Directors.
- iv. The affiliation of an Affiliated Organization shall lapse automatically if the Affiliated Organization fails to pay its annual dues within 12 calendar months following the date specified in its Affiliation Agreement. The Affiliated Membership of individuals or organizations within the Affiliated Organization shall lapse at the same time.

ART. 7 - DUES AND ASSOCIATION YEAR

- i. The financial year of the Association shall be the calendar year, from the 1st January to the 31st of December.
- ii. Membership subscriptions of all member categories shall be payable per calendar year, between the 1st January to the 31st of December, and shall be due before the 31st of December of each year or, in case of Affiliated Organizations, by the date specified in the Affiliation Agreement.
- iii. The terms of group schemes of Affiliated Members shall be fixed by the Board of Directors from time to time.

ART. 8 - GOVERNMENT

- i. The affairs of the Association shall be governed by a body, elected from its membership, which is to be called the Board of Directors
- ii. The Board of Directors shall govern the affairs of the Association subject to the limitations prescribed in the Constitution.
- iii. The Board of Directors shall consist of not less than seven and not more than nine members elected by the annual general meeting as follows:
 - 4 elected Directors Representing the Patron Corporate Constituency.

- 1 elected Director Representing the Institutions Constituency
 - 1 elected Director Representing the Individual Consultants Constituency
 - 3 elected Directors Representing Corporates Constituency
 - At most 2 members co-opted by the Board in accordance with this Constitution for a specified period and assignment. One of the co-opted members shall include the immediate past Chairman of the Association for a period of one year.
- iv. Every year, one third of the Directors shall retire from office but shall be eligible for re-election provided that Article 8(v) is not contravened.
- v. Each Director shall hold office for a term of three years.
- vi. No elected member of the Board of Directors shall serve more than two consecutive three year terms.
- vii. New members of the Board of Directors shall be elected at the Annual General Meeting. The meeting Board may also develop a postal ballot system and submit to the Annual General for approval, which may be used as an alternative to voting at the Annual General Meeting. The names of persons voted through the ballot system shall be submitted to the Annual General Meeting for approval.
- viii. New members of the Board of Directors shall enter into office at the Annual General Meeting following their election by the membership. The past members and officers of the Board shall continue to hold office until that time, except in cases of resignation or expulsion or death.
- ix. The Board of Directors shall elect the Officers from among its body who will serve for term of three years or until they cease to be members of the Board, whichever comes earlier.
- x. The Board of Directors shall elect from its members:
- the Chairman
 - the Vice-Chairman
 - the Secretary
 - the Treasurer
- Who shall collectively be referred to as Officers of the Association.

- xi. The Board of Directors shall also have the power to create all other offices and positions that it may deem necessary to properly carry on the business of the Association, and it shall have the right to appoint qualified persons to fill all such offices and positions.
- xii. The Board of Directors may, at any time, fill any vacancy in the Board, in the offices of Chairman or Vice-Chairman, or other offices which may occur. The person or persons so named shall hold offices until their successors are duly elected or appointed.
- xiii. The Board of Directors may co-opt any person as they consider appropriate or / and an outgoing member of the Board into the Board to assist with some specific activity or / and to finish a task that was initiated while that person was a member of the Board. At most 2 members can be co-opted by the Board in accordance with this Constitution for a specified period and assignment.
- xiv. The Board of Directors and the Committees shall meet once every quarter either physically or virtually. The quorum for any meeting of the Board of Directors shall be 60% of the members. This quorum also applies to all the committee meetings.
- xv. During a meeting of the Board of Directors, it shall, if possible, confirm the date and venue of next meeting as per the approved board calendar. Based on that decision, or any subsequent modification as agreed by the Officers (Art 8(xvii)), the Secretary or the Chief Executive Officer shall give Board members at least 14-days notice of the next meeting.
- xvi. The Officers of the Association shall have full powers to conduct the affairs of the Association between Board meetings in accordance with policy set and decisions made by the Board of the Association.
- xvii. The Chairman shall call a special meeting of the Board of Directors at the request of three members of the Board. At least 14-days notice of special meetings shall be given, or any shorter period as may be approved by the Officers, depending on the urgency of the matter.
- xviii. Voting at all meetings of the Board of Directors shall be by show of hands or by a ballot, as determined by the Chairman. Proxies are not allowed. Resolutions are passed

by simple majority of those present unless differently stated in this Constitution. In the event of an equality of votes the Chairman shall have an additional deciding vote.

xix. A question may be referred, by the Chairman, to all members of the Board of Directors for decision by postal ballot, by airmail or faster alternatives. A resolution passed by simple majority of the votes received as a result of such ballot shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

xx. Board members are expected to contribute actively to the Board and to its committees. The Board may, by a two-thirds majority vote of all Board Members, expel any Board Member from Board membership if in the opinion of the Board that Board Member has failed to contribute in an adequate manner. Criteria of inadequate contribution may include, but are not limited to or restricted by, the following:

- Failure to attend at least one Board meeting per year without valid justification.
- Failure to respond to letters, faxes, emails or phone calls for a period of six months.
- Failure to participate actively on the Board.

The Board will be entitled to vary these criteria according to the circumstances of the member concerned.

ART. 9 - LIABILITY OF OFFICERS AND BOARD MEMBERS

All Officers and all Board members shall serve the Association in their personal capacity, with no involvement or responsibility whatsoever of the organization, entity or body to which they may belong. Officers and Board members shall be liable at a personal level only when they fail to follow a decision of the Board, and when they undertake or carry out relevant actions, in the judgment of the Board, not previously submitted to the consideration and approval of the Board of Directors itself.

ART. 10 - OFFICERS OF THE ASSOCIATION

- i. The Officers of the Association shall be the Chairman, the Vice-Chairman, the Secretary and the Treasurer.

- ii. The Officers shall be elected by the Board of Directors from its own members and shall hold office for a term of three years or until they cease to be members of the Board and may be re-elected for a final term of three years.
- iii. The election of Officers shall be facilitated out by the Secretariat. Election may be by postal ballot or by a simple show of hands at a meeting soon after the election of the new members of the Board of Directors. They shall hold office until the election of successors except in the cases of resignation, expulsion or death. They shall serve no more than two consecutive three year terms.
- iv. The Chairman of the Board of Directors shall preside at all meetings of the Association. The Chairman shall be an ex-officio member of all Permanent Committees, except the Audit Committee, and it shall be his/her duty to represent the Association in dealing with outside agencies or individuals and to transact business on behalf of the Association as the Board of Directors may direct. The Chairman may delegate, in writing, his/her functions with the approval by a simple majority of the Board. The approval will not be required if the person delegated to is the Vice-Chairman.
- v. The Vice-Chairman shall perform such functions as may be delegated by the Chairman and act in the place of the latter in the event of his/her inability to act.
- vi. The Secretary shall be responsible for the administration of elections (except where s/he is him/herself a candidate), the certification of all elections and votes, and for advising, or obtaining advice, on any legal matters arising in the course of the Association's activities. The Secretary shall also be responsible for supervision of the Secretariat except where alternative provision has been made under the terms of Art. 11.
- vii. The Treasurer shall have the custody of the Association's funds and shall be responsible for managing these funds in a judicious manner. With the assistance of the Chief Executive Officer, s/he shall keep full and accurate accounts of receipts and disbursements, and shall deposit all monies and other valuable effects in the name, and to the credit of the Association in such depositories as may be approved by the Board of Directors. The Treasurer shall demand proper receipts for such disbursements, and render to the Chairman at the regular meetings of the Board, or whenever the Chairman may require, an account of all his/her transactions and of the financial conditions of the Association. All cheques or withdrawal slips drawn by the

Treasurer above a limit determined by the Board of Directors shall have been in advance authorized in writing by the Chairman of the Association. The Treasurer shall receive and record all payments of dues, assessments, contributions, payments for literature, and any other income. The Treasurer shall report to the Finance Committee of the Association of which he/she is a member without the right to vote.

ART. 11 – SECRETARIAT

- i. A Secretariat shall be established by the Board of Directors to perform, with such staff as necessary, the day-to-day course of Association business. The Secretariat shall be supervised by the Secretary to the Board, and shall be headed by the Chief Executive Officer or a person nominated by the Board.
- ii. The Secretariat shall maintain the Association's files and records, and conduct business as required.
- iii. The Secretariat shall assist as required with the organization of meetings and courses. It shall also publish newsletters, circulars or other material as the Board of Directors shall direct and authorize.
- iv. The Secretary, Chief Executive Officer or the person nominated by the Board will communicate with the membership by meeting, fax, electronic mail or any other appropriate form of written or electronic communication.

ART. 12 - GENERAL MEETINGS

- i. A physical Annual General Meeting (AGM) or a virtual Annual General Meeting or a hybrid of both physical and virtual general meeting shall be held not later than six months after the financial year end in each year at a date and time to be determined by the Board of Directors. The following matters shall be considered:
 - a. Confirmation of the minutes of the previous Annual General Meeting.
 - b. Annual report of the Board of Directors
 - c. Consideration of audited financial statements
 - d. Election of Board members (and trustees where necessary)
 - e. Appointment of auditors in accordance with Article 13.
 - f. Such other matters as the Board may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting.

- g. Any other business with the approval of the chairman.
- ii. The reports relevant to items a,b and c, together with the text of any motions to be voted on, shall be circulated with the notice of the meeting delivered by post or electronic means at least 21-days prior to the date of the AGM.
- iii. A General or Extraordinary General Meeting of the Members shall be held at such time as the Board of Directors may from time to time determine.
- iv. The Board of Directors shall call a General Meeting forthwith upon the request of 30 or more members or 5% of the Members, whichever is greater.
- v. Notice of meetings and issues to be voted on will be given by a circular delivered by post or by electronic mail to the members at least 21-days before the meeting.
- vi. A quorum necessary at an Annual General Meeting or Extraordinary General Meeting shall be 20 members.
- vii. At all such meetings the Chairman or Vice-Chairman or in their absence a member of the Board of Directors shall take the chair.
- viii. Voting at an Annual General Meeting or Extraordinary General Meeting shall be by a show of hands or by ballot as decided by the Chairman of the Meeting, unless a postal ballot has been called.
- ix. Postal or electronic votes will be valid only if received by the start of the Meeting or such other deadline as may be specified in the notice of the Meeting.
- x. Except where an alteration to the Rules of Incorporation (see Art. 16) is involved, resolutions at a General Meeting shall be passed by a simple majority of the votes received.

ART. 13. AUDITOR

- i. An auditor shall be appointed for the following year by Annual General Meeting. All the Association's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of his / her receipt and payments and statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the Annual General Meeting. The auditor shall examine such annual accounts and statement and

either clarify 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.

- ii. A copy of the auditor's report on the accounts and statement together with such accounts and statements shall be furnished to all members at the same time as the notice convening the Annual General Meeting is sent out. An auditor may be paid such honorarium for his / her duties as may be resolved by the Annual General Meeting appointing him / her or which may delegate the determination of his / her honorarium to the Board of Directors.
- iii. The appointed auditor shall serve for a period of three years, to be renewed annually at the Annual General Meeting. After the elapse of the three years, the auditors can be reappointed for a final three-year term, renewable at every Annual General Meeting.
- iv. No auditor shall be an officer or a member of the Board of the Association.

ART. 14 – POSTAL VOTING AND ELECTRONIC PROCEDURES

- i. Except where otherwise specified in this Constitution, the procedure to be adopted for any vote shall be determined by the Chairman.
- ii. Unless otherwise specified, the terms "postal vote" and "postal ballot" shall be taken to include fax, electronic mail or any other form of written or electronic communication.
- iii. All postal ballots shall be accompanied by a notice specifying the deadline for receipt by the Secretariat of returned ballot papers. Unless otherwise decided by the Chairman, the deadline should not normally be less than one month after the date of dispatch of the ballot papers. Votes received after the deadline shall be invalid.
- iv. Unless otherwise specified in the notice accompanying the ballot paper, a postal ballot shall be deemed to be a secret ballot. The Secretary, or the Secretariat acting on behalf of the Secretary, shall take all reasonable steps to ensure confidentiality, and results will be made available only in a form that ensures the anonymity of the voters. When a choice of voting methods (mail, fax, etc.) is offered, voters choosing methods other than mail will nevertheless be deemed to accept that such methods are inherently less secure. All ballot papers shall be serialized.

- v. No person shall have more than one vote, however an individual member may cast an additional vote as one of the representatives of a corporate or institutional member. The votes shall be delivered by post or by electronic mail.

ART. 15 - COMMITTEES

The following Committees may be established, and the Chairpersons of such Committees shall be appointed by the Board from the members of the Board of Directors.

- Audit Committee
 - Education, Publication and Programs Committee
 - Finance, Procurement and Human Resource Committee
 - Legal Affairs and Nominating Committee
 - Strategy and Membership Committee
- i. **Audit Committee:** The Audit Committee shall consist of at least three members, at least one of whom shall not be a member of the Board. The Audit Committee shall be responsible for reviewing and controlling all financial and administration matters and inspecting the relative documents and the account books of the Association. The members of the Audit Committee cannot be members of the Finance, Procurement and Human Resource Committee of the Association
 - ii. **Education, Publication and Programs Committee:** The Committee shall consist of at least three Board members. It shall advise the Board on matters of collection, compilation, publication, exchange and dissemination of geothermal information, including information on utilization, development, technical findings, scientific research, meetings, publications and Association activities.

The Committee shall be responsible for the technical standards for geothermal development, installations, and equipment as needed. It shall respond to standards proposed by others. It shall also seek information and concurrence from the geothermal industry [being mindful of industry sensitivities] regarding promulgation of standards.

The Committee shall position GAK to be an accrediting body for geothermal courses in Kenya and it shall support the development of curriculum for geothermal courses.

- iii. Finance, Procurement & Human Resource Committee: The Finance, Procurement & Human Resource Committee shall consist of at least three Board members. The Committee shall advise the Board of Directors on, and subsequently manage, policies relating to financing, budgeting, human resource and membership contribution. It shall deal with all matters concerning funding and income sources, expenditures and disbursements of any kind, preparation of the annual budget and any other issue related to the administration and Finance, Procurement & Human Resource of the Association.
- iv. Legal Affairs and Nominating Committee: The Committee shall consist of at least three Board members. The members shall be members of the Association for at least one year. The Committee shall be responsible for carrying out and monitoring legal and regulatory governance of the Association. It shall assist the Board to discharge its duty with regard to its corporate governance responsibilities and duties. The Committee shall be responsible for vetting applications of members for the various elective positions for eligibility. They shall recommend to the Board;
- Any changes to the constitution of the Association to ensure their consistency with the Constitution of Kenya 2010, National government laws, county laws and GAK strategy.
 - Interpretations or practices as to the implementation and observation of the laws, rules and regulations.
 - The Committee shall also develop, implement and manage emerging legal policy issues of direct relevance to the Association.
- v. Strategy and Membership Committee: The Strategy and membership Committee shall consist of at least three members and at least one non-Board member. The Committee shall be responsible for guiding the strategic efforts of GAK in promoting scientific and technical cooperation on geothermal issues and projects on a global scale, and ensuring that the interests of members (local, regional and international) of GAK are best served, recognition of specific target audiences and development of appropriate vehicles for timely and effective information dissemination. They shall advise the Board on membership categories and the respective fees payable for each category. They shall also budget for activities related to strategy and membership.

ART. 16 - ALTERATIONS TO THE CONSTITUTION

- i. The constitution of the Association may be altered, added or rescinded at any meeting of the Board of Directors by the affirmative vote of at least two-thirds of the members of the entire Board. Those members who cannot attend the meeting shall be allowed to express their vote by post.
- ii. However, the alteration shall not become effective until ratified by a simple majority of the votes received from a general meeting or a postal ballot of all members of the Association
- iii. Notice of any proposed amendment shall be given to each member of the Board of Directors by the Secretary of the Association at least one month before the meeting at which it is to be considered.
- iv. No addition to or alteration or recession of the constitution shall be approved if it affects the non-profit aims of Art. 1, personal benefit of Art. 18 or the winding up of Art. 19. The provisions and effect of this Art. 16 shall not be removed from this document and shall be included and implied in any replacement document.

ART. 17 – BRANCHES

Branches of the Association may be formed with the approval of the Board of Directors and the Registrar of Societies and they will adopt the same constitution at the headquarters with the following exceptions:

- i. The aims and objectives will not include the formation of branches.
- ii. Amendments to the constitution can only be made by the headquarters of the society in accordance with the provisions of rule 16.
- iii. The provisions of rule 16 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

ART. 18 - PERSONAL BENEFIT

No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

ART. 19 - WINDING UP

The Association can be dissolved by a resolution passed at a general meeting by a vote of two-thirds of the members present.

If on winding up or dissolution of the Association there remains after payment of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other organization or body having similar objects or to some charitable organization or purpose within Kenya.