

CONSTITUTION AND RULES FOR VETERINARY INPUTS SUPPLIERS ASSOCIATION OF KENYA (VISAK)

ARTICLE I

THE NAME

The name of the association shall be Veterinary Inputs Suppliers Association of Kenya (VISAK) (in this constitution referred to as “The Association”).

ARTICLE II

THE OFFICE

The principal office of the Association shall be situated in Nairobi.

ARTICLE IV

AIMS AND OBJECTIVES

1. The Association shall be non-political;
2. It shall strive to protect and further the common interests of its members
3. To encourage and promote just, fair and honorable practice, to oppose malpractice and illegal practices in the operation of the industry;
4. To provide an agency for liaison with the Governments and other stakeholders on matters of mutual interest;
5. To work with Governments towards the regulation and importation of animal health products;
6. To affiliate with any other body in Kenya or elsewhere which has or provides interests similar to the Association;
7. To admit any person (whether eligible or not eligible for membership) to be associates or honorary members of the Association on such terms and to confer on them such rights and privileges as may seem expedient;
8. To promote public education and awareness, on the use of animal health products through suitable publicity and to encourage research in the proper application of animal health products under conditions prevailing in Kenya.
9. To purchase, take on lease exchange hire, or otherwise acquire any real and personal property and any rights or privileges necessary or convenient for the purposes of the Association and to construct, alter and maintain any buildings required for the purposes of the Association.
10. To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Association.

11. To do such things as may be considered conducive to the attainment of the Association's aims and objectives.

ARTICLE V

MEMBERSHIP

1. Ordinary Membership

Ordinary Membership shall be open to individual firms or organizations in Kenya who actively engage in manufacture, formulation, or importation of animal health products and equipment. Ordinary members have a right to vote or be elected to any elective office.

2. Associate membership

This shall be open to organizations in Kenya involved in the distribution and/or usage of animal health products and related equipment originating from ordinary members described under sub-paragraph (1) above or other sources registered with VMD.

This shall also be open to agents who represent the principals interest of the manufacturers/(Principal suppliers) of animal health inputs who are not based in Kenya.

Associate members have no right to vote or be elected to an elective office

3. Honorary membership

Honorary membership shall be conferred to an individual who in the opinion of the Executive Committee has made outstanding contribution to the animal health industry or the attainment of VISAK objectives. Honorary members do not have a right to vote or be elected to any elective office but can preside over elections.

ARTICLE VI

CESSATION OF MEMBERSHIP

1. Any member of VISAK may resign from membership provided that a 30 days' notice is given to the secretary in writing on their decision and provided that they pay full subscription in respect of that financial year.
2. The Executive Committee may withdraw membership of any members at any time if there is reason to believe that the member
 - ❖ Is in breach of the constitution
 - ❖ Is not conforming with the code of practice
 - ❖ Has been declared bankrupt by a competent court of law
 - ❖ Has been convicted of a criminal offence and sentenced to jail.

The decision to withdraw membership must be supported by a unanimous vote in a meeting called for that purpose. Such a member shall have the right to address the meeting at which his withdrawal is to be considered. A member of the Association whose membership has been withdrawn shall be eligible for re-admission in the Association following recommendation of the Executive Committee.

ARTICLE VII

MEMBERSHIP FEE

1. Annual subscription fees:
 - a. Ordinary membership - ksh. 20,000
 - b. Associate membership - ksh.20,000
 - c.
2. Application fees - ksh.....

or such other sum as may be determined from year to year by the Executive Committee and shall be payable in advance before the next Annual General Meeting.

ARTICLE VIII

OFFICE BEARERS

The office bearers of the Association shall be:

- The Chairman
- The Vice-Chairman
- The Secretary
- The Assistant Secretary
- The Treasurer
- The Assistant Treasurer

All of whom shall be proposed and seconded by fully paid-up ordinary members of the Association and shall be elected at the Annual general meeting.

All office bearers shall hold office from the date of election for a period of one year until the succeeding annual general meeting but shall be eligible for re-election.

No office bearer shall hold office for more than three years consecutively.

All office bearers shall at all times act in the best interest of the society.

Any office bearer who ceases to be sponsored by a member of the Association shall automatically cease to be an office bearer thereof.

Office bearers may be removed from office for failure to discharge their duties. The vacancies created shall be filled by persons elected at the general meeting resolving their removal.

ARTICLE IX

DUTIES OF OFFICE BEARERES

Chairman

The chairman shall unless prevented by illness or other sufficient cause preside over all meetings of the committee and at all general meetings.

Vice-Chairman

The Vice-Chairman shall perform any duties of the chairman in his absence.

Secretary

The secretary shall deal with all the correspondence of the Association under the general supervision of the committee. In case of urgent matters where the committee cannot be consulted, he/she shall consult the chairman, or if he is not available; the vice chairman. The decisions reached shall be subject to ratification or otherwise at the next committee meeting. He/she shall issue notices covering all meetings of the Association and shall be responsible for keeping minutes of all such meetings and for preservation of all records of proceedings of the Association and of the committee.

Assistant Secretary

In the absence of the secretary, the assistant secretary shall perform all the duties of the secretary and such other duties as shall be assigned to him/her by the secretary or committee whether the secretary is present or not.

Treasurer

The treasurer shall receive and shall also disburse, under the direction of the committee, all moneys belonging to the Association and shall issue receipts for all moneys received by him/her and preserve vouchers for all moneys paid by him/her. The treasurer is responsible to the committee and to the members that proper books of accounts of all moneys received and paid by the Association is prepared, preserved and available for inspection.

Assistant Treasurer

The assistant treasurer shall perform such duties as may be specifically assigned to him/her by the treasurer or by the committee and in the absence of the treasurer shall perform the duties of the treasurer.

ARTICLE X

THE EXECUTIVE COMMITTEE

The Executive Committee shall comprise of all the six office bearers and three other members elected at the annual general meeting. The three members shall be proposed and seconded by fully paid up ordinary members of the Association. The term of office of the committee shall be one year. The committee shall meet at such times and places as it shall resolve but meet not less than once in any three months.

The Executive committee shall have powers to suspend or expel any member who shows gross misconduct.

Casual vacancies

Any casual vacancies for members of the committee caused by death or resignation shall be filled by the committee until the next annual general meeting of the Association.

ARTICLE XI

DUTIES OF THE EXECUTIVE COMMITTEE

The committee shall be responsible for the management of the Association and office bearers as to the manner in which, within the law, they shall perform their duties. The committee shall have the power to appoint such sub-committees as it may deem desirable to make reports to the committee upon which such action shall be taken as seems to the committee desirable.

All moneys disbursed on behalf of the society shall be authorized by the committee.

The quorum for meetings of the committee shall be not less than six members.

ARTICLE XII

PROCEDURE AT MEETINGS

At all meetings of the Association the chairman or in his absence, the vice-chairman, or in the absence of both these officers, a member selected by the meeting shall take the chair.

The chairman may at his discretion limit the number of persons permitted to speak in favor of or against any motion.

Resolutions shall be decided by simple majority by a show of hands. In case of a tie of votes, the chairman shall have a second or casting vote.

All members are to attend all meetings whenever they are called for.

Any apologies for absenteeism must be reported to the chairman or any official at least two days prior to the day of the meeting. Such report has to be relayed to the committee by the official.

Any member who fails to attend three consecutive meetings shall automatically cease to be a member of the Association, unless decided otherwise by the committee.

ARTICLE XIII

GENERAL MEETINGS

There shall be two classes of general meetings: Annual general meetings and Special general meetings.

Quorum for general meetings shall not be less than one third of the registered members of the Association. If no quorum is obtained, a further general meeting shall be called and 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.

Annual General Meeting

The Annual General Meeting (AGM) shall be held not later than three months after the end of the financial year. Notice in writing of such meeting accompanied by the annual statement of accounts and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and where practicable by press advertisement not less than 14 days before the date of the meeting.

The agenda for any annual general meeting shall consist of the following:

- Confirmation of the minutes of the previous annual general meeting.
- Consideration of the accounts.
- Election of office bearers and three committee members (and trustees where necessary).
- Appointment of auditors.
- Such other matters as the committee 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.

Special General Meeting

A special general meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than 14 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting.

A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary by not less than a third of the total registered members and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be sent to all members not less than 14 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting. No other matter shall be discussed other than that stated in the requisition.

ARTICLE XIV

TRUSTEES

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 trustees for a period of three years. Trustees must be fully paid up members of the Association and 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.

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 committee which shall authorize expenditure of such money as it thinks fit.

ARTICLE XV

AUDITORS

An auditor shall be appointed for the following year by the annual general meeting. All the Association's accounts record and documents shall be open for inspection by the auditor at any time. The treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date, not later than one month after the end of the financial year. The auditor shall examine such annual accounts and statements and report to the members during the AGM.

A copy of the auditor's report on the accounts and statements 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 duties as may be resolved by the annual general meeting appointing him/her.

No auditor shall be an office bearer or a member of the committee of the Association or have any relationship with the Association that can impair his/her independence.

ARTICLE XVI

FUNDS

The funds of the Association may only be used for the following purpose:-

- Implementation of the activities of the Association.
- Implementation of such other activities as may be approved by the Executive Committee from time to time.

All moneys and funds shall be received by and paid to the treasurer and shall be deposited by him/her in the Association's bank account as approved by the committee.

No payments shall be made out of the bank account without approval of the committee authorizing such payment and all cheques drawn on such bank account shall be signed by at least two authorized signatories appointed by the committee.

Banking shall be done promptly by the treasurer for any collections received from members.

A sum not exceeding ksh. 10,000 (ten thousands shillings) shall be kept by the treasurer as petty cash.

The committee shall have power to suspend any office bearer where it has reasonable cause to believe that he or she is not properly accounting for the funds or property of the Association and shall have power to appoint another in his/her place in acting capacity. Such suspension shall be reported to the next general meeting. The members in the general meeting shall have full power to decide what further action should be taken on the matter.

The financial year of the Association shall be 1st January to 31st December.

ARTICLE XVII

BRANCHES

Branches of the Association may be formed with the approval of the committee and the Registrar of societies and they will adopt the same constitution as that of the headquarters with the following exceptions:-

- Their aims and objects will not include the formation of branches.
- Amendments to the constitution can only be made by the headquarters of the Association in accordance with the provisions of Article XIII below.
- The provisions of Article XIX below shall apply to branches but, in addition, branches will not be dissolved without consultation with the headquarters.

ARTICLE XVIII

AFFILIATION

The Association shall be affiliated to the Agrochemical Association of Kenya (AAK) and through its appointed representatives, shall participate in any activities and meetings conducted by AAK.

ARTICLE XIX

AMENDMENT TO THE CONSTITUTION

Amendments to the constitution of the Association must be approved by at least a two thirds majority of paid-up members at a general meeting of the Association. They cannot, however, be implemented without the prior consent in writing of the registrar, obtained upon application to him made in writing and signed by three of the office bearers (chairman, secretary and treasurer).

ARTICLE XX

DISSOLUTION

The Association shall not be dissolved except by a resolution passed at a general meeting of the members by a vote of two thirds of the registered and paid up ordinary members. The quorum at the meeting shall be not less than one third of the registered members. If no quorum is obtained, the proposal to dissolve the Association 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.

Provided, however, that no dissolution shall be effected without prior permission in writing of the registrar of societies, obtained upon application to him made in writing and signed by three of the office bearers being the chairman, secretary and the treasurer.

When the dissolution of the society has been approved by the registrar, no further action shall be taken by the committee or any office bearer of the Association other than to liquidate all the assets of the Association. After settling all the liabilities of the Association, the balance thereof shall be distributed in such other manner as may be resolved by the meeting where the resolution for dissolution is passed.

ARTICLE XXI

INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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

ARTICLE XXII

INDEMNIFICATION

The members of the Board and members appointed by the Board shall be indemnified and secured out of the assets of the Association from all actions, costs, losses, damages and expenses which they or any of them may incur or sustain by reason of any act done, concurred in or supposed duty, except in respect of such losses as they shall incur through their own neglect, default or dishonesty and none of them shall be answerable for the acts, omissions, neglects or defaults of other or others of them nor for the loss, misfortunes or damages which may happen in the execution of the office unless the same shall happen by or through their own neglect, default or dishonesty.

ARTICLE XXIII

CONSTITUTION DOCUMENT

This constitution shall remain the property of VISAK and any member is not allowed to disclose any of its contents to any unauthorized person. It shall always remain a CONFIDENTIAL DOCUMENT.

Signed for and on behalf of the society by the persons duly authorized to do so.

Mr.....	Mr.....	Mr.....
CHAIRMAN	SECRETARY	TREASURER

DATE: 4th December 2017