

CONSTITUTION OF THE ASSOCIATION OF WOMEN ACCOUNTANTS OF KENYA

1. NAME

The name shall be Association of Women Accountants of Kenya (AWAK) hereinafter referred to as the Association.

2. NATURE OF THE ASSOCIATION

The Association shall be a non-political and non-profit making organization.

3. OBJECTS

The objects for which the Association is established are: -

- a) To consider and promote all matters affecting the interest of the Accountancy profession.
- b) To enhance participation of Women in the affairs of the Institute of Certified Public Accountants of Kenya (ICPAK).
- c) To bring together relevant professional advisers and deserving charitable organizations, and in particular various women groups, who require professional advice.
- d) To encourage and assist women entering the Accountancy profession.
- e) To organize seminars with a view to raising women's awareness.
- f) To organize social functions with a view of enabling members of the Association, fellow members of ICPAK and other professionals to meet informally and improve mutual understanding.
- g) To liaise with other local and international organizations on matters of mutual interest.

4. MEMBERSHIP

- a) Membership is open to any lady member of the ICPAK who shall be entitled to admission as a member of the Association on application to the Secretary on the standard admission form and on payment of an entrance fee of KShs. 200.00. An Annual subscription of KShs. 2000.00, or as may be prescribed by the Management Committee from time to time, shall become due and payable on the first day of January in each year by all members on the register of the Association on the preceding 31st day of December.
- b) Where a person is registered after the last day of June in any year, she shall pay one half of the annual subscription applicable in that year.
- c) Any member leaving Kenya for more than a year and wishing to retain her membership, shall notify the Secretary of the Association in writing and shall continue being a member on payment of 50% of the prevailing annual subscription. Such a member will be entitled to receive all the Minutes and correspondence regarding the affairs of the Association but will have no voting powers. Such a member may revert to full membership at any time on notification in writing to the Secretary.

- d) Any person may be allowed to participate in the meetings and other activities of the Association as a guest but subject to such conditions as the Committee may prescribe.

5. LOSS OF MEMBERSHIP

Membership of the Association shall be lost: -

- a) By withdrawal which shall be notified to the Secretary in writing, and shall be deemed to take effect immediately such notification is received. Committee members will be required to give one month notice in writing. No refund of subscription shall be made.
- b) By a two thirds decision of a Special General Meeting to exclude any member, where the attitude or action by the member is considered detrimental to the reputation or interest of the Association or whose behaviour casts discredit upon the profession. No exclusion may be founded upon reasons of a racial, religious, political or marital nature.
- c) Automatically if the annual subscription is not paid within six months of being due, unless the Management Committee is satisfied that the delay in payment is due to a sufficient cause. Membership may be regained at any time at the discretion of the Committee and upon payment of all arrears.
- d) If a member ceases to be a member of ICPAK she shall automatically cease to be a member of the Association.

6. COMMITTEE

- a) The Management of the Association shall be entrusted to a Committee of twelve elected members of which the Executive Committee shall comprise:-
 - Chairman,
 - Vice Chairman,
 - Secretary,
 - Treasurer,
 - Assistant Secretary,
 - Assistant Treasurer
- b) The Committee may recruit officers and prescribe their duties, powers, responsibilities, remuneration and procedures in matters it deems fit.

7. DUTIES OF THE COMMITTEE

- a) It shall be the duty of the Committee to co-ordinate and control the affairs of the Association, regulate its membership and safeguard the interests of the members.
- b) The Committee shall have control over the funds of the Association and shall defray all expenses therefrom.
- c) The Committee shall have responsibility of ensuring that the members adhere to the rules of the Association.
- d) In the event of any matter or question arising which is not covered wholly or in part by the Rules of the Association for the time being in force, then the Chairperson after due deliberation with other Committee members shall convene a Special General Meeting during which they shall submit their proposal for ratification.

- e) The Committee shall have the power to appoint sub-committees as it may deem necessary to make reports to the Committee on specific matters upon which such action as considered appropriate shall be taken by the committee.

8. ELECTIONS

- a) All elections shall be by nomination seconding and secret ballot at the AGM.
- b) The result of the ballot shall be binding as declared by the Returning Officer
- c) Where there is a tie between two nominees the Chairman shall have a casting vote.
- d) The Chairman and the Committee members shall be elected directly by members. The elected Committee members shall appoint the executive Committee as noted under 6 (a) within fourteen days of their election.
- e) One-third of the members of the Committee shall retire annually and shall be eligible for re-election.
- f) One-third of the members of the Committee shall retire annually and shall not be eligible for re-election.

9. MEETINGS

- a) The Committee shall meet at least four times a year at such time and places as its members shall determine and at such meetings, six members shall form a quorum.
- b) The Annual General Meeting (AGM) shall be held not later than 30th June in each year. Written Notice of the AGM, accompanied by the Annual audited accounts, and the Agenda of the meeting shall be sent to all members not less than 21 days before the date of the meeting.
- c) A Special General Meeting may be called for a specific purpose by the Committee. Written Notice of such meeting shall be sent to all members not less than 14 days before the date thereof.
- d) A Special General meeting may be called for a specific purpose by a request in writing to the Secretary by not less than 10 members. Such meetings shall be held within 21 days of the date of the request. The notice of such meeting shall be as shown in rule 9 (c). No matter shall be discussed other than that stated in the requisition.
- e) Quorum for General meetings shall be not less than one-third of the registered members of the Association present in person or by proxy.
- f) At all meetings of the Association the Chairman, or in her absence, the Vice-Chairman, shall preside or in the absence of both, a Chairman shall be elected from among members present for the duration of the meeting.
- g) At any Annual General or Special General Meeting of the Association, a resolution put to the vote shall be decided on a show of hands unless a poll is demanded by at least one-third of those present in person or by proxy and eligible to vote.
- h) If a poll is duly demanded, it shall be taken in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of that particular meeting.
- i) The Chairman shall have a casting vote in (g) and (h) above.

10. FINANCE

- a) The Association's revenue shall be derived from member's subscriptions, donations and fund raising activities.
- b) All monies and funds shall be received by and paid to the Treasurer and shall be deposited by her in the name of the Association in any bank or banks in Kenya approved by the Committee.
- c) All cheques shall be signed by the Treasurer, or the Assistant Treasurer and counter-signed either by the Chairman or an appointed member of the Management Committee.
- d) The funds of the Association may only be used to finance the activities of the Association and to promote the objectives laid down in item (3) of this constitution.
- e) The Treasurer shall maintain Petty Cash float for Petty disbursements of which proper account shall be kept. The amount of the cash float shall be determined by the Management Committee from time to time, as deemed necessary.
- f) Should the Committee have reasonable cause to believe that any member is not properly accounting for the Association's funds, the Committee may suspend that member and appoint another committee member in her place. Such suspension shall be reported to a Special General Meeting to be convened on a date not later than three months from the date of such suspension. The Special General Meeting shall have full power to decide on any further action to be taken.
- g) The financial year of the Association shall be from 1st January to 31st December.

11. AUDITOR

- a) The records of the Association shall be annually by an Honorary Auditor who shall be appointed by the members during the Annual General Meeting.
- b) No member of the Committee of the Association shall be eligible for appointment as Auditor.
- c) The Honorary Auditor shall retire at every Annual General Meeting but shall be eligible for re-appointment.

12. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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

13. BRANCHES

- a) With the approval of the Committee and the Registrar of Societies, branches of the Association may be formed in the provinces where there are more than ten members. Such branches shall be governed by the provisions of this constitution.
- b) Amendments to the constitution can only be made by the headquarters of the Association in accordance with the provision of rule 14.
- c) The provisions of rule 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with the headquarters.

14. AMENDMENTS

The constitution of the Association may be rescinded, amended or added only by a resolution passed by a two-thirds majority of total registered members at Annual General or Special General Meeting and upon receipt of consent from the Registrar of Societies.

15. DISSOLUTION

- a) The Association shall not be dissolved except by a resolution passed at Annual or Special General Meeting of members by vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 9 (e). 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 Association at least 14 days before the date of the meeting. The quorum for this meeting shall be the number of members present.
- b) Provided however, that no dissolution shall be effected without prior permission in writing by the Registrar of Societies. Application to dissolve the Association shall be made to the Registrar in writing and signed by any three of the Committee members.
- c) Once the dissolution of the Association is approved by the Registrar, no further action shall be taken by the Committee or any officer of the Association in connection with the objects of the Society other than to get in and liquidate for cash all the assets of the Association. Subject to the payment of all the debts of the Association, any balance thereof shall be utilized in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed. No distribution shall be made to the members