

**Kenya
Renewable
Energy
Association**

(KEREAA)

**CONSTITUTION
AND RULES**

CONTENTS

ARTICLE 1 — NAME AND ADDRESS OF THE ASSOCIATION	1
ARTICLE 2 — OBJECTIVES	1
ARTICLE 3 — MEMBERSHIP.....	2
ARTICLE 4 — RIGHTS AND OBLIGATIONS OF MEMBERS.....	2
ARTICLE 5 — THE PATRON.....	2
ARTICLE 6 — CONSTITUTION AND POWER	3
ARTICLE 7 — THE EXECUTIVE COMMITTEE	3
ARTICLE 8 — FUNCTIONS OF THE EXECUTIVE COMMITTEE.....	4
ARTICLE 9 — MEETINGS OF THE ASSOCIATION	5
ARTICLE 10 — AGENDA AT ANNUAL GENERAL MEETINGS	6
ARTICLE 11 — FINANCE.....	6
ARTICLE 12 — BOOKS AND RECORDS.....	7
ARTICLE 13 — CONDUCT OF BUSINESS	7
ARTICLE 14 — BANKERS FOR THE ASSOCIATION	7
ARTICLE 15 — CESSATION OF MEMBERSHIP	7
ARTICLE 16 — DISSOLUTION	8
ARTICLE 17 — INDEMNITY	8
ARTICLE 18 — SEAL OF THE ASSOCIATION.....	8

CONSTITUTION OF KENYA RENEWABLE ENERGY ASSOCIATION (KEREA)

ARTICLE 1 — NAME AND ADDRESS OF THE ASSOCIATION

- 1.1 The name of the association is Kenya Renewable Energy Association” or “KEREA” in short.
- 1.2 The head office of the association will be situated in Nairobi, Kenya.
- 1.3 The association may open up branch offices in other urban centres as and when deemed necessary.

ARTICLE 2 — OBJECTIVES

The objectives for which the association is established are:

- 2.1 To promote the interests of members of the Renewable energy industry among Government, Donor organizations, Non-governmental organizations, General Public and any other organizations that may impact on the development and general well being of the industry.
- 2.2 To create a forum for the dissemination and exchange of information and ideas on matters relating to renewable energy development and utilization in Kenya.
- 2.3 To create increased public awareness in renewable energy through publication, advertisements, endorsements, seminars, conferences, advertising and promotional campaigns of every nature.
- 2.4 To assist the Government and industry on all issues related to renewable energy technologies including energy policy formulation, standards, taxation etc and speak as one body for Renewable Energy Technologies.
- 2.5 To identify and keep up to date contacts of all members, Government policy makers, and other renewable energy interest groups and associations.
- 2.6 To promote professionalism in the industry by encouraging the adoption of good engineering practices and standards (quality products, design, installation and maintenance) among the members of the renewable energy industry.
- 2.7 To encourage better business practices and tendering procedures by maintaining good ethical and moral standards among the members of the renewable energy industry.
- 2.8 To undertake or assist the settlement by arbitration of disputes between the members of the Association, the public in general and consumers of renewable energy and any organizations directly or indirectly affected by renewable energy utilization.
- 2.9 Act as a link between the industry, the government, consumer groups and other renewable energy associations.
- 2.10 Protect the consumers of renewable energy products and services in all aspects especially by encouraging the standardization of renewable energy equipment, components and services such as installation and maintenance.
- 2.11 To apply for, acquire and hold charters, Acts of Parliament, privileges, monopolies, licenses, concessions, patents or other rights or powers from the Kenya Government or local authority or any other statutory body and to exercise, carry on and work any powers, rights or privileges so obtained.
- 2.12 To do all such other things as may be conducive or incidental to the attainment of the above objects.

ARTICLE 3 — MEMBERSHIP

The Association shall have four categories of membership: *individual full members, corporate full members*, Associate Members and Honorary Members.

- 3.1 Full Membership shall be open to registered corporate bodies, individuals, NGOs, Consultants, academic institutions, and other organizations that have been active in the renewable energy industry in Kenya for at least 2 years and subscribe to this constitution.
- 3.2 Associate Membership shall be open to any individual persons or organizations that have demonstrated strong commitment to Renewable Energy Technologies provided that they fulfil their other obligations to the association. Associate members will enjoy all the rights of full members except voting and holding office. An associate member can apply for full membership upon completion of two years as an associate member. He/She shall then be subjected to payment of membership and subscription as indicated in Article 11.
- 3.3 Honorary Membership shall be open to well wishers of the Association and any such Member who may be recommended by the Executive Committee of the Association.
- 3.4 All Members with the exception of Honorary Members shall pay a Membership fee and an annual Subscription to be decided at an Annual General Meeting from time to time.
- 3.5 The Annual General Meeting, by majority vote and on the recommendation of the executive committee, shall impose such conditions and requirements for qualification for, admission to, and termination of one or more classes of membership.

ARTICLE 4 — RIGHTS AND OBLIGATIONS OF MEMBERS

4.1 Rights

Every *full* member of KEREA shall have the rights to:

- a) Take part in the formulation and discussion of all policies of the Association and be elected to any organ, committee, commission or delegation of KEREA
- b) Submit proposal or recommendations on any issue that may affect the normal functions and interests of the Association.
- c) Enjoy and play an active role in all activities of the Association
- d) Business promotion by the association in various forums in accordance with rules and regulations governing such promotions.

4.2 Obligations

ALL members of KEREA are obliged to:

- a) Observe and defend the Constitution of the Association.
- b) Uphold the motto of the Association and work to promote the everlasting values of KEREA
- c) Exercise discipline, ethics, morality and professionalism in business conduct and maintain harmony with other members of the association and the community in general.
- d) Initiate and participate in activities aimed at promoting the objectives of the Association.
- e) Subscribe to and observe the Association's Code of Ethics.

ARTICLE 5 — THE PATRON

The Association shall have a patron

- 5.1 The patron shall be a Kenyan or a non-Kenyan living and/or working in Kenya.

- 5.2 The patron shall be a person of high integrity, good public standing and should have demonstrated high commitment to the values and ideals of KEREAA in his/her public life.
- 5.3 The patron shall be elected by the AGM from not less than two nominees presented by the Executive Committee.
- 5.4 The Patron shall serve for a single three-year term of office and *may* be eligible for re-election for another term of office
- 5.5 If the patron becomes incapable of discharging duties pertaining to the post before the expiry of the three years, the next AGM shall elect a replacement.

ARTICLE 6 — CONSTITUTION AND POWER

- 6.1 The Constitution shall be the Supreme Law of the Association and shall be binding to all members.
- 6.2 The Annual General Meeting shall be the supreme organ of the Association.
- 6.3 The day-to-day running of the Association shall be vested in the Executive Committee.
- 6.4 Any constitution amendment proposed shall first be submitted to the Executive Committee for study and discussion. The Committee shall co-propose amendment to all the members at the beginning of the Annual General Meeting for deliberations and determination.
- 6.5 The Constitution shall only be amended at an Annual General Meeting or at an extra-ordinary AGM on the recommendation of more than one half of the Executive Committee.
- 6.6 To pass a constitutional amendment a two-thirds majority of the members qualified to vote and present at the meeting shall be required.

ARTICLE 7 — THE EXECUTIVE COMMITTEE

The Association shall have an Executive Committee:

- 7.1 The Executive Committee shall be the governing body of the Association subject to the provisions of this constitution and any other provisions made by the association in accordance with this constitution.
- 7.2 The Executive Committee shall manage all the affairs of the Association and may bind the Association in contract, borrow money on behalf of the Association, and may institute, defend or settle any legal claim by or against the Association.
- 7.3 The Executive Committee shall consist of:
 - a) Chairman
 - b) Vice Chairman
 - c) Secretary
 - d) Deputy Secretary
 - e) Treasurer
 - f) Two (2) Committee Member
- 7.4 The Executive Committee shall be elected by members of the Association during the Annual General Meeting.
- 7.5 Members of the Executive Committee shall serve for a three-year term of office and shall be eligible for re-election but shall serve for not more than 2 consecutive terms of office.
- 7.6 The members of the Executive Committee shall not draw any salaries but may be paid such allowances or honoraria as the AGM may decide.

ARTICLE 8 — FUNCTIONS OF THE EXECUTIVE COMMITTEE.

8.1 The Chairman

- a) Shall preside over all Executive and Annual General Meetings of the Association.
- b) Shall convene all meetings of the Association in liaison with the Secretary.
- c) Shall have a casting vote in all Meetings when there is a tie, and he shall make the final decision on matters of procedures in all meetings.
- d) Shall be co-signatory to all the Accounts of the Association and any other legal documents of the Association.
- e) Shall represent the Association on important functions and perform such other duties as may be directed by the AGM or the Executive Committee.

8.2 The Vice Chairman

To assist the chairman in execution of his duties and carry out the duties of the chairman in his absence.

8.3 The Secretary

- a) Shall prepare agenda for every meeting of the Association and give notice in time to all members of the Association about any meeting.
- b) Shall record and read minutes of previous meetings of the Association.
- c) Shall be responsible for all correspondences and file s of the Association.
- d) Shall register new members and keep an up-to-date register of all members of the Association.
- e) Shall perform any other duties as may be assigned to him by the Executive Committee.
- f) Shall be Co-signatory to all Accounts of the Association.
- g) Shall be the chief Administrative Officer of the Association, where a full time secretariat exists.

8.4 The Deputy Secretary

To assist the Secretary in execution of his duties and carry out the duties of the Secretary in his absence.

8.5 The Treasurer

- a) shall manage or cause to be managed, all the financial affairs of the Association in the most competent manner and in accordance with established accounting procedures and practices
- b) Shall collect and receive all monies payable to the association and shall ensure that proper records are kept of all monetary transactions with the association
- c) Shall register and keep records of the Association's assets, liabilities, capital reserves, income and expenditure.

- d) Shall ensure the safety of the Association monies and shall keep in proper manner all the Books of Accounts of the Association.
- e) Shall prepare and present a financial Statement during all meetings or as the situation may require.
- f) Shall be a co-signatory of all the accounts of the Association.
- g) Shall prepare the Annual Report of Accounts and Balance sheet to be presented to the Executive Committee and the Annual General Meeting.

8.6 The Committee Members

- a) Shall work hand-in-hand with other members of the Executive Committee to draw up plans of action and implement the policies of the Association.
- b) Shall be head of some special committees that may be appointed to deal with special topics by the AGM.
- c) Shall carry out any other duties that may be assigned by the Executive Committee or the Executive Committee.

ARTICLE 9 — MEETINGS OF THE ASSOCIATION

9.1 The Association shall have three (3) types of Meetings:

- a) Executive Committee Meetings
- b) Annual General Meetings (AGM)
- c) Extra Ordinary General Meetings (EGM) which may be demanded by members to discuss a specific topic of great importance to the Association.

9.2 The Executive Committee shall meet at least once every three months and at any other times the committee deems fit to conduct association's business.

9.3 The Annual General Meeting shall be held once every year. The committee shall ensure that sufficient notice (at least 21 days) for an AGM meeting is issued to the members. The rest of the meetings may be held at short notices depending on the circumstances and the notice period decision shall be vested on the executive committee.

9.4 One half of the registered and paid up voting member's present at an AGM shall form a quorum. If the quorum is not realized after sufficient notice and publicity, the members present shall in the absence of the Chairman or Secretary elect a Chairman and shall then proceed with the business before them, and their decisions and resolutions shall be binding to all members.

9.5 Corporate Members shall be represented at all meetings by their CEO or any other person authorized by its board of directors to act as its representative at any meeting of the association. The person so authorized shall be entitled to exercise the same powers on behalf of the corporation that he or she represents as that corporation could exercise if it were an individual member of the Association.

ARTICLE 10 — AGENDA AT ANNUAL GENERAL MEETINGS

- 10.1 Elect Members of the Executive Committee and any other special Committee that may be necessary.
- 10.2 Review and approve Annual Reports prepared and presented by the Executive Committee.
- 10.3 Considers and approves any amendment of the constitution of the Association as may be found necessary.
- 10.4 Gives directions to the Executive Committee of the Association.
- 10.5 Considers and confirms with or without amendment of the minutes of the previous General Meeting.
- 10.6 Appoints independent Auditors to audit the accounts of the Association and acts on their audit reports accordingly.
- 10.7 Takes disciplinary action on any member of the Association who violates the Constitution or whose conduct is found to be damaging to the reputation of the Association.
- 10.8 Transacts any other business raised and seconded in the meeting and performs any such duties that may be seen necessary for the smooth and rapid progress of the Association.
- 10.9 Approve the remuneration of the independent Auditors and allowances/honoraria payments (if any) to the Executive Committee members.

ARTICLE 11 — FINANCE

- 11.1 The financial resources of the Association shall consist of:
 - a) Full membership fee: Corporate 15000/=; annual subscription fee of 10,000/=
Individual 5000/=; annual subscription fee of 2500/=
or as may be determined by the AGM from time to time.
 - b) Associate Membership fee of 3000/= and annual subscription of 1500/= or as may be determined by the AGM from time to time.
 - c) Donations
 - d) Loans
 - e) Other forms of income which shall be raised through lawful income generating activities by the Association, consistent with the provisions of this Constitution.
- 11.2 The Association shall open a Current Account for the purpose of the safe keep of its monies:
- 11.3 The Treasurer and any one of the following members of the Executive Committee shall be the signatories of the accounts of th Association:
 - a) Chairman
 - b) Secretary
- 11.4 Any cash, check or bank draft received in the name of the Association shall be receipted and banked within two working days.
- 11.5 All books of accounts shall be kept by the Treasurer and shall be audited by the Auditors appointed by the Annual General Meeting. The Auditor's report shall be presented at the Annual General Meeting.

- 11.6 The financial year of the Association shall be from the 1st of January to 31st December.
- 11.7 Monies of the association shall only be utilized in the furtherance of the association's objectives and shall only be invested in liquid assets save for movable assets meant for use by the association.

ARTICLE 12 — BOOKS AND RECORDS

The Association shall keep up-to-date and in proper business-like manner, such Accounts and such record books as provided for under this constitution or as may be directed from time to time by the executive Committee and the AGM. In particular, the Association shall at all times keep the following books:

- a) Membership registers showing all the essential particulars of each member of the association.
- b) Minutes of all meetings of the Association.
- c) Cash books showing the details of all monies received and paid out by the Association.
- d) General ledger books containing all such Accounts as are necessary to reflect properly the business of the Association.
- e) Receipt books in the name of the Association.
- f) Bank Passbooks in the name of the Association.
- g) Check books.
- h) Such other records and books, as the Executive Committee may deem necessary.

ARTICLE 13 — CONDUCT OF BUSINESS

- 13.1 The Executive Committee may make such rules, not inconsistent with the provisions of this Constitution, as it may deem necessary for the conduct of the Association's business. Any such rules shall first be presented to the AGM for approval and shall only come into force after such approval.
- 13.2 During any election, the Chairman shall call for nominations from the floor, which nominations shall each be seconded by at least two (2) members with voting rights.
- 13.3 All Full Members who have paid all their dues are eligible to vote or be voted for to any office of the Association. All elections shall be by show of hands unless a secret ballot is specifically requested for by a majority of the members present and voting.
- 13.4 Every Full Member shall have one vote and all votes shall carry equal weights
- 13.5 There may be voting by proxy. A letter of authority to vote by proxy must be duly signed by the member requesting for it and should be addressed to the Chairman.

ARTICLE 14 — BANKERS FOR THE ASSOCIATION

The Bankers for the Association shall be decided by an Annual General Meeting of the Association.

ARTICLE 15 — CESSATION OF MEMBERSHIP

- 15.1 Membership of the Association shall cease in the following cases:

- a) On being expelled from the Association on account of professional misconduct or non-compliance with the provisions of this constitution or failure to subscribe to and observe the association's code of ethics.
- b) On voluntary resignation from the Association.
- c) Company or business establishment ceasing to exist or being adjudged bankrupt by a court of competent jurisdiction.
- d) Company changing into other business orientations with no connection with renewable energy.
- e) Ceasing to hold any of the qualifications laid down in article three (3) of this Constitution.

15.2 A member may resign from the Association by giving three (3) months' written notice to the Secretary.

ARTICLE 16 — DISSOLUTION

- 16.1 Kenya Renewable Energy Association shall only be dissolved by 2/3 of all members present at a properly constituted Annual General Meeting.
- 16.2 Upon winding up or dissolution of the Association, all the assets and bank balances (if any) after the settlement of liabilities shall be donated or transferred to some charitable organization or an association of a similar nature. The beneficiary organization or association shall be decided at the AGM.

ARTICLE 17 — INDEMNITY

Any member of the Executive Committee is indemnified against all expenses actually and necessarily incurred by the member in connection with the defense of any action, suit or proceedings to which the member is a party by the reason of being or having been a member of the Executive Committee of the Association; provided however, that there shall be no indemnity in relation to such matters to which the member is adjudged by the Executive Committee in an action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of duty as a member of the Executive committee of the Association.

ARTICLE 18 — SEAL OF THE ASSOCIATION

The seal of Kenya Renewable Energy Association (KEREAA) shall consist of the words: "Kenya Renewable Energy Association" or "KEREAA, Kenya".