

# CONSTITUTION FOR KENYA RIG OWNERS' ASSOCIATION SOCIETY

## CONSTITUTION AND RULES.

### 1. NAME

The name of the society shall be Kenya Rig Owners Association (In this constitution referred to as "the society").

### 2. OBJECTS.

- a) To represent, protect and assist Kenya Rig Owners Association in Kenya in matters relating to their conditions of practice /work and welfare. To be a voluntary association of members, bringing together companies involved in land and ground drilling, under criteria determined under the rules.
- b) To raise standards in health and safety, environmental awareness, and quality of output for the benefit of its members, the industry, and its clients.
- c) To develop, improve, publish, promote, and support best practice, codes of practise and standards.
- d) To promote and support the training, education and development of drilling operatives and supervisors, introduce qualifications, and improve on existing ones.
- e) Liaising and collaborating with other drilling Associations, institutions, or government bodies in order to maintain or improve standards and promote the interests of members.
- f) To be the spokesperson for the drilling industry and represent the interests of its members at appropriate industry, governmental, institutional, and technical forums.
- g) To promote the business interests of members, exchange views and provide a platform for discussions, sharing innovations in techniques and equipment and business improvements.
- h) To establish mechanisms necessary for the provision of equal/equitable work opportunities for all drilling rig owners and practitioners in Kenya;
- i) To be the leading water well (borehole) association that advocates the responsible development, management and provision of portable/safe drinking water.
- j) To enhance the progress of borehole drilling business and the support for members.
- k) To promote understanding, welfare and friendly relationship between members of the association and Government agencies.

- l) To forstall all forms of unprofessionalism among members
- m) To work in collaboration with the Government in the provision of safe drinking water to the populace.
- n) To enhance the sustainability and affordability of borehole projects in Kenya.
- o) To do all such other things as are incidental or to the foregoing functions.
- p) Promote certification of drillers.

**NOTES:**

- i. The objects should be as concise as possible, consistent with clear definition:
- ii. If the society has non-political objects, it should be stated;
- iii. If it is intended that the society should form branches, it should be so stated as one of the objects.

**3. MEMBERSHIP**

- a) Regular membership any Contractor any person firm's companies and or corporations who own and operate one and more owns and operates drilling rig. (Definition of a drilling rig ...a motorised truck mounted drilling rig capable for drilling a minimum of 8inch diameter with a minimum of 100m depth borehole”.
- b) Honorary membership.
- c) .....over the age of eighteen years shall be eligible for membership of the society and shall, subject to approval of the committee, become a member on payment of an entrance fee of Ksh.....
- d) Every member shall pay an annual subscription of Ksh. .... not later than the 31<sup>st</sup> day of January of every year.
- e) Any member desiring to resign from the society shall submit his/her resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.
- f) Any member maybe expelled from membership if the committee so recommends and if a general meeting of the society shall resolve by a two-thirds majority of the members present that such a member should be expelled on grounds that his/her conduct has adversely affected the reputation or dignity of

the society, or that he/she has contravened any of the provisions of the constitution of the society. The committee shall have power to suspend a member from his/her membership until the next general meeting of the society following such suspension but not withstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his/her expulsion is to be considered. Any person who resigns or is removed from membership shall not be entitled to a refund of his/her subscription or any part thereof or any moneys contributed by him at any time.

- g) Any member who falls into arrears with his/her monthly subscription for more than six months shall automatically cease to be a member of the society and his /her name shall be struck off the register of members. The committee may, however, as its discretion, reinstate such member of the total amount of subscription outstanding.
- h) The affected member to removed must be accorded a fair hearing.
- i) Membership is not transferable.
- j) Members must support and comply with the Aims of the Association.
- k)

#### 4. **OFFICE BEARERS.**

- a) The office bearers of the society shall be
  - i. The Chairman.
  - ii. The Vice-Chairman.
  - iii. The Secretary.
  - iv. The treasurer.

All of whom shall be fully paid-up members of the society and shall be elected at the annual general meeting to be held in each year. (See also rule 6 (b) below).

- b) All office bearers shall hold office for three(3) years from the date of registration of the society until the succeeding third annual general meeting subject to the conditions contained in subparagraphs(c) and (d) of this rule but shall be eligible for re-election.
- c) Any office bearer who ceases to be a member of the society shall automatically cease to be an office bearer thereof.
- d) Office bearers may be removed from office in the same way as it is laid down for the expulsion of members in rule 3 (f) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.
- e) elections must be held prior to expiry of the term of the current office bearers).

**5. DUTIES OF OFFICE BEARERS.**

- a) **Chairman**-the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings
- b) **Vice-Chairman**-the Vice-Chairman shall perform any duties of the Chairman in his absence.
- c) **Secretary**- the Secretary shall deal with all the correspondence of the society under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, he 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 shall issue notices convening all meetings of the committee and all general meetings of the society and shall be responsible for keeping for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and committee.
- d) **Treasurer**-The Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the society and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The treasurer is responsible to the committee and to the members that proper books of account of all moneys received and paid by the society are written up, preserved and available for inspection.

**THE COMMITTEES.**

**1.FINANCE AND BUDGET.**

**2. DISCIPLINE AND CONFLICT RESOLUTION/MEDIATION.**

**3.GOVERNANCE AND ETHICS.**

**4. BUSINESS DEVELOPMENT AND COLLABORATIONS.**

- a) The committees shall consist of all the office bearers of the society and Three (3) Other members elected at the annual general meeting in each year; such committee members shall hold office until the following annual general meeting. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months. 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 society. Vacancies caused by members of the committee removed from office will be dealt with as shown in rule 4(d).

6. **DUTIES OF THE COMMITTEE.**

- a) The committee shall be responsible for the management of the society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The committee shall have 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.
- b) All moneys disbursed on behalf of the society shall be authorized by the committee except as specified in rule 12(d).
- c) The quorum for meetings of the committee shall be not less than **two thirds of**
- d) There shall be Rules to regulate those matters not included in this constitution these rules will be set by the Governance and Ethics Committee.
- e) Discipline and dispute resolution.
- f) Dealing with errant members.
- g) Governance and ethics.
- h) Business development and collaborations
- i) pricing model/business sustainability.
- j) The committee members may not receive any remuneration for their service but the committee may reimburse such members of any expenditures incurred.

7. **GENERAL MEETINGS.**

- a) There shall be two classes of general meetings-annual general meetings and special general meetings.
- b) (i) The annual general meeting shall be held not later than...31<sup>st</sup> December .....in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of account (see rule 11 (b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.  
(ii) The agenda for any annual general meeting shall consist of the following:
  - a) Confirmation of the minutes of the previous annual general meeting.
  - b) Consideration of accounts.
  - c) Election of office bearers and the committee members (and trustees where necessary in accordance with rule **10 (a)**.
  - d) Appointment of Auditors in accordance with rule 11(a).

- e) Such other matters as the committee may decide or as to which notice shall have been given in writing by a member to the secretary at least four weeks before the date of the meeting.
- f) Any other business with the approval of the Chairman
- c) 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 7 days before the date thereof and practicable by Press advertisement not less than 7 days before the date of such meeting.
- d) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than **a third of the** members and such meetings shall be held with 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 8 (c) and no matter shall be discussed other than that stated in the requisition.
- e) Quorum for general meetings shall be not less than **two thirds of** the registered members of the society.

#### 8. PROCEDURE AT MEETINGS.

- a) At all meetings of the society the Chairman, or in his absence, the Vice Chairperson, or in absence of both these offices, a member selected by the meeting shall take the chair.
- b) The chairman may at his discretion limit the number of persons permitted to speak in favour of and against any motion.
- c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second or casting vote.

#### 9. TRUSTEES.

- a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the society shall be vested in the names of not less than **three (3)** trustees who shall be members of the society and shall be appointed at an annual general meeting for a period of three years. 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. (But in all instances the vacancies must be filled as soon as practicable)

- b) 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 opinion of trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks is fit.

**10. AUDITOR.**

- a) An auditor shall be appointed for the following year by the annual general meeting. All the society'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 receipts and payments and a 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 statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the society in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- b) 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.
- c) No auditor shall be an office bearer or a member of the committee of the society.

**11. FUNDS.**

- a) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the society in any bank approved by the committee.
- b) No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the society who shall be appointed by the committee.
- c) A sum not exceeding Sh. .... may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- d) The 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 place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general

meeting shall have full power to decide what further action should be taken in the matter.

- e) The financial year of the society shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **12. AMENDMENTS TO THE CONSTITUTION.**

Amendments to the constitution of the society must be approved by at least two-thirds majority of members at a general meeting of the society. 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.

## **13. DISSOLUTION.**

- a) The society shall not be dissolved except by a resolution passed at a general meeting of members by vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). 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.
- b) Provided, however, that no dissolution shall be affected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.
- c) When dissolution of the society has been approved by the Registrar no further action should be taken by the committee or any office bearer of the society in connection with the aims of the society other than to get in and liquidate for cash all the assets of the society. Subject to payment of all the debts of the society, the balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.

## **16. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS.**

The books of account 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.

SOC/GEN/2  
DEPARTMENT OF THE REGISTRAR  
GENERAL 10<sup>th</sup> June, 1969  
P.O Box 30031 00100, NAIROBI  
KENYA