

THE COMPANIES ACT

(CHAPTER 486 OF THE LAWS OF KENYA)

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

KOPIKEN

(THE REPRODUCTION RIGHTS SOCIETY OF KENYA)

INCORPORATED THIS -----21st-----DAY OF-----December 2005-----

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1. The name of the company is **“KOPIKEN – THE REPRODUCTION RIGHTS SOCIETY OF KENYA”**
2. The registered office of the Company will be situate in Kenya
3. The objects for which the company is established are:-
 - a) To administer as an exclusive intermediary within Kenya and abroad, and where appropriate by means of contract for representation all secondary rights relating to the reproduction of works or creations made or produced by the authors or creators in the member-associations of the society and who are citizens, residents or personas domiciled in Kenya;
 - b) To administer the aforesaid rights as an exclusive intermediary within Kenya, on behalf of foreign right holders;
 - c) At the request and on behalf of member-associations of the society and its affiliate organizations, persons, associations, bodies within and outside Kenya.
 - i. To assert and enforce all the copyright and neighbouring rights based upon or derived from their works;
 - ii. To carry out the general duties of negotiating and granting of copyright and neighbouring rights licences in the categories of works and rights administered by the company;

- iii. To collect and administer royalties, fees, remunerations and compensations upon such negotiation, contracts or licences on behalf of authors and right holders and distributing the same to them
- iv. To identify, harness, enhance, support and enforce all rights promoting or relating to the print medium or other similar processes, factors, conditions facilitating or resulting in the making of the written word, graphic works etc
- d) To exchange remuneration and compensation with groups constituted to represent foreign right holders;
- e) To promote the categories of works and rights produced or created by members or affiliates;
- f) To promote or support creativity;
- g) To receive and record all statements serving or capable of serving to identify the works and rights with which the company is concerned;
- h) To draw up general applicable tariffs for the various kinds of uses, after having been duly negotiated with the appropriate users and published by the company;
- i) To collect fees corresponding to the aforementioned approved and published tariffs, according fair treatment to all users and refraining from influencing in any way the choice of works or rights dealt in;
- j) To distribute the said fees among the member organizations and the foreign societies according to principles which the right holders may from time to time agree, including but not limited to the principle that rights holders may, as far as possible, receive in proportion to the shares brought in by their own category of works and rights.
- k) To ensure that the conditions laid down for the grant of compulsory licences are complied with and respected.
- l) To establish model forms of contracts with the users of protected works and rights or with their representative bodies;
- m) To act on behalf of the members to secure respect for the conditions governing authorization to use and exploit protected works and rights;
- n) To assert all rights assigned or transferred to the Society in its own name with power to deal independently with all legal business, to institute legal proceedings and to effect own promises;

- o) To provide its members, the users and public with information or advise on all matters relating to its activities;
 - p) To collaborate with the Kenya Copyright Board or any other governmental organ or agency to achieve the aims and objects of the company;
 - q) To collect information and propose measures that will promote the interests of the rights holders;
 - r) To foster such harmony and understanding between its members and the users as are necessary for the respect of copyright and neighbouring rights;
 - s) To promote harmonious relations in copyright and neighbouring rights between Kenya and other countries, and contribute thereby to the broadening of cultural exchanges, notably by the conclusion of contracts with foreign societies and by joining international organizations;
 - t) To undertake activities to promote the dissemination of national culture in Kenya and abroad;
 - u) To perform such other lawful acts, and make such acquisitions, investments, bank transactions, etc. as are conducive to the attainment of the afore-mentioned objects.
4. The liability of the members is limited.
5. The income and property of the company whencesoever derived shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association and no portion of the income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the company. Provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officers or servants of the company or to any member thereof, or any other person in return for any services actually rendered to the company, nor prevent the payment of interest on money borrowed from any member of the company, nor be deemed to exclude any member of the company from the benefit of any grant made in furtherance of any of the objects of the company.
6. Each member-association of the company undertakes to contribute to the assets of the company in the event of its being wound up while it is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before it ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights to the contributors among themselves, such amount as may be required not exceeding Kenya Shillings Twenty Thousand (Kshs. 20,000/=), so however that the total amount to be so contributed by all members shall not be less than Kenya Shillings One Hundred Thousand (Kshs. 100,000/=)

7. No addition, alteration or amendment shall be made to or in the provisions or regulations contained in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister of Government of the Republic of Kenya for the time being entrusted with control of the affairs of and relating to limited companies.
8. True accounts shall be kept of the sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the company and of the property, credits and liabilities of the company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the company shall be examined and the correctness of the same and the balance sheet ascertained and certified by one or more properly qualified auditor or auditors.
9. If upon winding up or dissolution of the Company there remains, after the satisfaction of all its 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 institution or institutions having objects similar to the objects of the company or which are for the advancement of education and learning or the protection of the rights or works of authors or creators and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 5 hereof; such institution or institutions shall be determined by members of the company at or before the time of dissolution and, if and so far as effect cannot be given to the aforesaid provisions, then to some charitable objects to be determined by the members.
10. The fifth and seventh clauses of this Memorandum of Association contain conditions on which a licence is granted by the Minister to the company in pursuance of section 21 of the Companies Act (Cap 486) of the Laws of Kenya.

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KOPIKEN – THE REPRODUCTION RIGHTS SOCIETY OF KENYA

APPLICATION OF TABLE “C”

1. The regulations contained in Table “C” in the First Schedule to the Companies Act (Chapter 486) of the Laws of Kenya shall apply to the Company in so far as the same are not varied by or reproduced in these Articles of Association

INTERPRETATION

2.
 - a) Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Companies Act and in the Copyright Act.
 - b) In these articles, “**Society**” means the **KOPIKEN – THE REPRODUCTION RIGHTS SOCIETY OF KENYA**

MEMBERSHIP OF THE SOCIETY

- 3 Membership of SOCIETY shall be by association. The number of associations which the society proposes to register as members is six but the Management Board may from time to time register an increase of members.
- 4 The members of the society are;
 - iii) All associations on whose behalf subscriptions is made to these articles; and
 - iv) Any association which is admitted to membership pursuant to the provisions of these articles.
- 5 The following associations of authors and publishers may be elected to the membership of the society;

a) **Authors**

- i) association of academic, non-fiction, textbook, technical, scientific and medical authors;
- ii) association of fiction authors, poets, dramatists;
- iii) association of song lyricists, composers;
- iv) association of journalists, free lancers, press editors;
- v) association of translators
- vi) association of photographers
- vii) association of visual artists, illustrators, graphic designers

b) **Publishers**

- i) Book and journal publishers;
- ii) Publishers of weekly magazines, newspapers, trade press
- iii) Publishers of art work music with or without song text (in print)

c) **Miscellaneous**

Such other associations as may be determined from time to time by the General Assembly

- 6 a) Any association which is eligible under the foregoing paragraph may apply in such form as the Management Board shall from time to time prescribe to the society for admission to membership
- b) The qualifying criteria for membership shall be as may be prescribed from time to time by the General Assembly.
 - c) Pending such time when the General Assembly may prescribe the criteria for membership, the following associations of authors shall be admitted as members if;
 - i) the membership is not less than 50 persons
 - ii) each of the authors shall have written and published not less than 50 printed pages of above 300 words per page or have created and published 20 artworks or 20 works of music.
 - iii) The association holds from its members the right to administer the copyright rights in their works and is entitled to negotiate and conclude agreement on behalf of its members regarding conditions for copying and other forms of secondary use of the works of its members.
 - d) Pending such time when the General Assembly may prescribe criteria for membership, any association of publishers which falls under any of the categories in Article 5 above shall be admitted as a member if:
 - i) the membership consisting of corporate or individual publishers and publishers of artworks and music, with or without songtext shall:
 - in the case of book and journal publishers, be not less than 15
 - in the case of weekly and trade press and newspapers, be not less than 5;
 - ii) each of the publishers shall have published and be holding rights in at least 10,000 pages consisting each of about 300 words or equivalent volume in word of the categories of publications.

- iv) The association holds from its members the right to administer the copyright rights in their works and is entitled to negotiate and conclude agreement on behalf of its members regarding conditions for copying and other forms of secondary use of the works of its members.
- e) The Management Board shall have the discretion to exempt an association from any or all of the aforesaid criteria if it considers it fit to do so.
- f) Every association which is admitted to membership shall be issued with certificate as to its membership in such form as the Management Board shall from time to time prescribe.

OBLIGATION OF MEMBERS

- 7 (a) Every association by its application for membership offers to assign and on the approval of its application does assign to the society all reprographic rights held by it in the works of the members or the right to administer the rights and negotiate and conclude agreements, grant licenses to users on behalf of the members regarding the conditions for copying and other forms of secondary use of the works of its members, including but not limited to copy for private or public use within and outside the territories of Kenya and for the duration of the association's membership of the Society.
- (b) Every association on admission to membership or at any time thereafter as may be determined by the society shall:
 - i) provide the society with all information and documents which are necessary to carry out the administration and management of the rights assigned by it to the society under the terms of membership.
 - ii) pay on admission a membership fee and thereafter an annual subscription, the amounts of which shall be fixed from time to time by the Management Board.
 - iii) shall conduct its affairs in a manner not in any way detrimental to the interests of the Society.

ORGANS OF THE SOCIETY

- 8 The organs of the society shall be:-
 - a) the General Assembly and
 - b) the Management Board

THE GENERAL ASSEMBLY

- 9 The General Assembly shall be composed of one representative of each member association of the Society. An authorized representative cannot at the same time be a member of the Management Board. It is an obligation of each member association to notify the Society of the name and address of its authorized representative. A name can be withdrawn and another submitted at the discretion of the member association.

Any powers conferred or exercisable by the Management Board under these articles shall be subject to the power of the General Assembly to regulate the scope and exercise of such powers.

GENERAL MEETING

- 10 The society shall in each year hold a meeting of the General Assembly as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. Provided that so long as the society holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Management Board shall appoint.
- 11 All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 12 The Management Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened by such requisitionists as provided in Section 132 of the Companies Act. If at any time there are not within Kenya sufficient members of the Management Board capable of acting to form a quorum, any director of the society may convene an Extraordinary General Meeting in as nearly possible a manner as that in which meetings may be convened by the Management Board.

NOTICE OF GENERAL MEETINGS

- 13 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the society other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the society in a general meeting, to such persons as are, under the articles of the society, entitled to receive such notices from the society; Provided that a meeting of the society shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed;-
- a) in the case of any other meeting called as the annual general meeting, by all the members entitled to attend and vote thereat;
 - and
 - b) in the case of any other meeting, by majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five percent of the total voting rights at that meeting of all the members.
- 14 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 15 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of consideration of accounts, balance sheets, and the report of the directors and auditors, the election of directors in the place of those retiring and the appointment of and the fixing of the remuneration, of the auditors.
- 16 The quorum necessary for the transaction of the business of the General Assembly may be fixed by the members and unless so fixed shall be one-third of all the full members of the society.
- 17 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 18 The chairman of the Management Board shall preside as chairman at every general meeting of the Society, or if there is no such chairman, or if he shall not be present within thirty minutes after the time appointed for holding of meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
- 19 If at any meeting no director is willing to act as chairman or if no director is present within thirty minutes after the time appointed for holding of the meeting, the members present shall choose one of their number to be chairman of the meeting.
- 20 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 21 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- b) by the chairman, or
 - c) by at least three full members present in person or by proxy; or
 - d) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting
- Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the

Society shall be conclusive evidence of the fact without proof of the number or proportion to the votes recorded in favour of or against such resolution. However, a demand for a poll may be withdrawn by the person who made it.

- 22 Except as provided in Article 24, if a poll is duly demanded it shall be taken in such a manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 23 In the case of an equality of votes, whether on a show of hands or on poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken, shall be entitled to a second or casting vote.
- 24 A poll demanded on election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 25 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the society duly convened and held.
- 26 Every authorized representative of a member-association shall have one vote.
- 27 A representative of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, curator bonis or other, on a poll by proxy.
- 28 On a poll, votes may be given either personally or by proxy
- 29 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or under seal of the association under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Society. In case one instrument received from the representative or his attorney and another from the association, the instrument from the authorized representative or his attorney shall be honoured so long as such representative is not yet withdrawn by his association.
- 30 The instrument appointing a proxy and the power of the attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the society or at such other place within Kenya as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

- 31 An instrument appointing a proxy shall be in the usual form or in such form as the Management Board may approve.
- 32 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 33 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 34 Every member association shall by resolution of its directors or other governing body authorize such persons as it thinks fit to act as its representatives at any meeting of the Society, and each of the persons so authorized shall be entitled to exercise all due powers on behalf of the association which it represents.
- 35 The remuneration of the directors shall from time to time be determined by the Society in general meeting. Such remuneration shall be deemed to accrue from day to day.

THE MANAGEMENT BOARD

36. The Management Board shall be composed as follows:
 - i) all the directors of the Society
 - ii) the General Manager of the Society
 - iii) one representative from the government body that deals with copyright if they wish.
 - iv) consultant directors, as may be appointed by the Management Board from time to time
37. The business of the society shall be managed by the Management Board, which may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these articles, required to be exercised by the Society in general meeting, subject nevertheless to the provision of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the Management Board which would have been valid if the regulation had not been made.
38. The Management Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Management Board, to be the attorney or attorneys of the society for such purposes and with such powers, authority and discretions (not exceeding those vested in or exercisable by the Management Board under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of

attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Management Board may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

39. All cheques, promisory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the society shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Board shall from time to time by resolution determine.
40. The Management Board shall make a report of its activities to every annual general meeting of the Society and whenever otherwise requested by the General Assembly.
41. The Management Board shall cause minutes to be made in books provided for the purpose:
 - a) of all appointments of officers made by the Management Board;
 - b) of the names of the members of the Management Board present at each meeting of the Management Board and of any committee of the Management Board;
 - c) of the names of the members of the Management Board and any committee of the Management Board;
 - d) of all resolutions and proceedings at all meetings of the Society, and of the Management Board, and of committees of the Management Board; and every member of the Management Board present at any meeting of Management Board or committee of the Management Board shall sign his name in a book to be kept for that purpose.

PROCEEDINGS OF THE MANAGEMENT BOARD

42. The Management Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the Management Board. It shall not be necessary to give notice of a meeting of the Management Board to any member for the time being absent from Kenya.
43. The quorum necessary for the transaction of the business of the Management Board may be fixed by the members, and unless so fixed shall be three.
44. The Management Board may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the articles of the Society as the necessary quorum of the Management Board, the continuing members may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Society, but for no other purpose.

45. The Management Board may elect any of its director members as Chairman and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed to hold the same, the directors present may choose one of their number to be chairman of the meeting.
46. The Management Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
47. A committee may elect a Chairman of its meetings; if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes of the appointed time for holding the same, the members present may choose one of their number to be Chairman of the meeting.
48. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
49. All acts done by any meeting of the Management Board or of a committee of the Board, or by a person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
50. A resolution in writing, signed by all members for the time being entitled to receive notice of a meeting of the Management Board, shall be as valid and effectual as if it had been passed at a meeting of the Management Board duly convened and held.

DIRECTORS

51. (a) The Society shall have directors who shall constitute the Management Board and who shall be nominated by the member associations and elected by the Annual General Meeting as follows:
 - (i) 1 Kenya Non-Fiction Authors Association (KENFAA)
 - (ii) 1 Graphic Designer/Illustrator/Visual Artist/Photographer;
 - (iii) 1 Kenya Publishers Association (KPA);
 - (iv) 1 Kenya Union of Journalists (KUJ)
 - (v) 1 Kenya Oral Literature Association
 - (vi) 1 Music Copyright Society of KenyaA member association can choose not to nominate a director. However, the AGM must elect at least 5 directors
- (b) The names of the first directors shall be determined in writing by the subscribers to the Memorandum and Articles of Association of the Society.
- (c) Directors other than the General Manager shall serve for a maximum of two terms of three years each.

- (d) After the first three year term, four directors (to be determined by lot) shall retire. At every subsequent election directors shall retire in rotation

DISQUALIFICATION OF DIRECTORS

52. a) The office of the director shall be vacated if the director:
- 1) without the consent of the Society in general meeting holds any other office of profit under the society; or
 - ii) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - iii) becomes prohibited from being a director by virtue of any order made under section 189 of the Companies act, or
 - v) becomes of unsound mind; or
 - vi) resigns his office by notice in writing to the Society.
- b) In any of the events stated in (a), of this article, the appointing association shall withdraw the authority to represent on the board and shall finally replace the disqualified director.

APPOINTMENT OF DIRECTORS

53. Elections for the appointment of directors shall be held after every three years.
54. A retiring director shall be eligible for re- election, provided that the director does not serve for a period exceeding two terms.
55. The Society at the meeting at which a director retires in a manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re- election, be deemed to have been reelected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
56. No person other than a director retiring at the meeting shall unless recommended by the Management Board be eligible for election to the office of the director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
57. The Society may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
58. The Management Board shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall then be eligible

for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

59. The Society may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Society and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the society.
60. The Society may by ordinary resolution appoint another person in place of a director removed from office under the immediate preceding article. Without prejudice to the powers of the directors under article 57, the Society in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

GENERAL MANAGER

61. The Management Board shall appoint a General Manager who shall be the Chief Executive of the Society with responsibility for the day-to-day activities of the Society and to whom the Management Board may delegate any of its duties.
62. The remuneration of the General Manager and other staff of the Society shall be determined by the Management Board.

SECRETARY

63. The Secretary shall be appointed by the Management Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
64. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

THE SEAL

65. The Management Board shall provide for safe custody of the seal which shall only be used by the authority of the Management Board or of a committee of the Management Board authorized in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by some other persons appointed by the Management Board for the purpose.

ACCOUNTS

66. The Management Board shall cause proper books of account to be kept with respect to:
- a) all sums of money received and expended by the society and matters in respect of which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by the society; and

- c) the assets and liabilities of the society

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the society's affairs and to explain its transactions.

67. The books of account shall be kept at the registered office of the society, or at such other place or places as the Management Board thinks fit, and shall always be open to the inspection of the members of the Society.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting, together with a copy of the auditors' report, shall not less than twenty one days before the date of the meeting be sent to every member of the society. Provided that this article shall not require a copy of those documents to be sent to any person whose address the society is not aware of:

NOTICES

69. A notice may be given by the Society to any authorized representative of a member association either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Kenya) to the address if any, within Kenya supplied by him to the Society for the giving of notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected at the expiration of 14 days after the letter containing the same is posted.

WINDING UP

70. In the event of and upon the winding up of the Society whether voluntary or otherwise, there remains after the discharge of all its debts and liabilities any property of the Society, the same shall not be distributed among the members but shall be transferred to some other society by whatever name called having objects similar to the object of the Society or applied to some charitable objects and such other society of charity shall be determined by the members prior to the dissolution of the society.

[end]