

CONSUMERS FEDERATION OF KENYA CONSTITUTION

ARTICLE 1: NAME:

The name of the Association shall be CONSUMERS FEDERATION OF KENYA with an acronym as “COFEK” (hereinafter called “the Federation”).

The headings in this Constitution are only intended for ease of reference and are not necessarily meant to be a part of the Constitution or its interpretation.

ARTICLE 2: OBJECTS:

The primary objectives and purposes of the Federation are;

- a) To serve as a repository of research, welfare, information, policy and partnerships reference centre on consumers issues in Kenya
- b) To promote the common interests of all members of the Federation and in particular to promote mechanisms that will continually and cost-effectively address consumer issues in all parts of Kenya.
- c) To foster improved relations between members of the Federation and between individuals comprising the members of the Federation and to pool such resources and expertise as the members may from time to time agree for the benefit of the Federation, its objects and its members.
- d) To co-operate with other organizations on matters of common interest or for common action, where and when necessary or desirable.
- e) Without prejudice to paragraph (f) in this Clause, to collect and circulate among members of the Federation statistical and other information concerning all matters
- f) In conjunction with other associations or organizations in Kenya or elsewhere, to conduct research on matters pertaining to the Federation on any issue relevant to the attainment or furtherance of the objectives of the Federation.
- g) To publish and disseminate literature which highlights the objects, purposes, values and achievements of the Federation.
- h) To establish a headquarters and permanent office of the Federation for:
 - i) the proper co-ordination of the activities of the Federation and
 - ii) the proper accounting and the collection and dissemination of information
- i) To acquire, hold, develop and dispose of property, whether movable or immovable, and to derive capital or income therefrom, for all or any of the objects of the Federation.
- j) To raise or borrow money for all or any of the objects of the Federation in such manner and upon such terms as may from time to time be determined by the Council and, for that purpose, appeal for and receive gifts, donations, bequests in money or money's worth.
- k) To invest and deal with the monies of the Federation, not immediately required, in such manner as may from time to time be determined by the Council, the dealing and investment being at all times incidental or conducive to the attainment of the objects of the Federation; and

- l) To do all other things as are incidental or conducive to the attainment of all or any of the foregoing objects.

ARTICLE 3: NON- POLITICAL AND NON-FOR-PROFIT STATUS

The Federation shall be a non- partisan, non-political and non- for- profit organization and shall not be affiliated to or be connected with any organization or association of a political nature. However, the Federation and its members may exercise freedom of association and expression and express or offer opinions on national, regional or local political issues necessary and relevant to the objects of the Federation and to foster good governance.

ARTICLE 4: OFFICES

Section 1: Registered Office

The Registered Office of the Federation shall be in Nairobi, Kenya.

Section 2: Other Offices

The Federation may establish offices in such other places within or without Kenya as its business may require and as the Council may, from time to time, designate.

ARTICLE 5: MEMBERSHIP

Section 1 : First members

The first members of the Federation shall be the signatories to this constitution (hereinafter called" Constitution") and shall be the founder members.

Section 2 : Application and Admission

- a) Any non-political association, person or grouping of residents of any part of Kenya, duly recognized under the Laws of Kenya or otherwise lawfully existing in Kenya, including business associations, environmental groupings, civic organizations, community-based organizations may apply in writing for membership to the Council of the Federation established under Article 7 of this Constitution and the application shall be accepted or rejected by the Council.
- b) If the Council rejects any application, it shall not be obliged to give any reasons for its decision.
- c) The Council may admit any person, association or grouping as referred to in Section 1 of this Article to become a member of the Federation subject to payment of the fees prescribed under Article 6 of this Constitution.

Section 3: Members' Rights

Paid-up members shall be entitled to attend General Meetings of the Federation, participate in the discussions thereat and vote where a vote is necessary.

Section 4: Expulsion

Any member may be expelled from membership if the Council recommends so on grounds that the member's conduct is to the detriment of the objects of the Federation or the member has contravened any of the provisions of this Constitution. The Council shall first suspend a member from membership of the Federation and shall accord such member an opportunity to address, and be heard, at the meeting of the Council at which the member's expulsion is to be considered.

Section 5: Penalty for arrears

If any member fails to pay the annual subscription for more than three (3) months from the date the subscription falls due, the Council shall ask the member to pay the arrears within such time as the Council shall determine and; if the member fails to pay within the time determined by the Council, the member shall automatically cease to be a member

Section 6: Re-admission

Any member who has been expelled may be readmitted to membership of the Federation on such terms and conditions as the Council shall decide provided that such re-admission shall not be effected before the lapse of a period of one year since expulsion.

Section 7: Membership Size

The total number of members of the Federation shall be at the discretion of the Council.

ARTICLE 6: ADMISSION AND SUBSCRIPTION FEES

Any organization, person or grouping described in Article 5 Section 2 and admitted to membership of the Federation shall, on admission, pay such admission fee, and thereafter such annual subscription, as the Council shall from time to time determine. The admission and subscription fees once paid shall not be refundable. The Council may from time vary the rates of admission and subscription fees.

ARTICLE 7: THE GOVERNING COUNCIL

Section 1: The Council

For the proper management of the business and the affairs of the Federation, there shall be a Governing Council (herein called "the Council") comprising of not more than ten (10) members.

Section 2: General Powers

The Council shall exercise all such authority and powers of the Federation and do all such lawful acts and things as are by law or by this Constitution directed or required to be exercised or done by the Federation.

Section 3: Council Members

- a) The Founder members shall select the first Council members from amongst the individual members of the Founder member associations or grouping or other organizations and shall also decide who shall hold what office.
- b) The first Council members shall hold office until the Second Annual General meeting of the Federation and thereafter Council members shall be elected in the General Meeting.
- c) No member of the National Assembly or of a local authority elected or nominated to office, or engaged in campaigns for election, to such office, under any law for the time being in force and providing for such election, nomination and campaigns may be or become or, if already one, remain, a Council member or an employee of the Federation.
- d) The Chief Executive Officer of the Federation shall be an ex -officio member of the Council with the right to participate in the deliberations of the Council but shall have no right to vote.

- e) All Council members shall be required to sign a Code of Ethics as approved by the Council.

Section 4: Terms of Office

- a) A member of the Council shall hold office for three (3) years or until his or her death, resignation or removal as herein provided in this Constitution.
- b) A retiring Council member shall be eligible for re-election in accordance with the criteria and procedure outlined in this Constitution.

Section 5: Resignation

Any Council member may resign effective upon giving written notice of his or her resignation to the Chairman or the Secretary or the Chief Executive Officer, unless the notice specifies a later time for the effectiveness of such resignation.

Section 6: Vacancies

Vacancies on the Council shall exist (1) on the death, resignation or removal of any Council member and (2) whenever the authorized number of Council members is less than ten. The Council may declare vacant the office of a Council member who has been declared of unsound mind by a final order of a court or convicted of a crime or been found by a final order or judgment of any court to have breached any application law.

Section 7: Suspension and Dismissal of Council Members

- a) Any Council member may be suspended or dismissed from being a member of the Council by resolution in General meeting provided that notice of such a resolution is given to the Secretary fourteen (14) days before the date of the meeting.
- b) The Council may suspend any of its members from attending Council Meetings, provided that two thirds (2/3) of the Council members so consent.
- c) A General Meeting shall have full powers to remove from office the member of the Council so suspended, or otherwise to act as the circumstances deem fit.
- d) A Council member who fails to attend 60% of the meetings of the Council in any one calendar year or who is absent without apology or other good reason recorded by the Council from three consecutive meetings of the Council for which the member has received notice, shall automatically cease to be a Council member.

Section 8: Filling Casual Vacancies

The Council may appoint any member of the Federation to fill any casual vacancy created in the Council and such appointment shall be confirmed or rescinded at the annual General Meeting next following the appointment.

Section 1: Powers of the Governing Council

- a) Subject to the provisions of this Constitution, Council shall exercise powers of the Federation, be responsible for the management of the affairs of the Federation, implement the objects of the Federation and resolutions of the general meetings and shall have powers to;
 - I. Without prejudice to sub-paragraph (a) of this Section, appoint a Chief Executive Officer of the Federation as may be necessary and according to the guidelines and the terms and conditions of service established by the

Council. In the absence of the Chief Executive Officer, the Secretary shall perform the same function.

- II. Give directions to the Chief Executive Officer of the Federation, compatible with the objects of the Federation and any Resolution of the General Meeting, for implementation.
- III. Establish Committees and /or Sub-Committees as deemed desirable and give directions as to the duties and the terms of office of members on such Committees or Sub-Committees.
- IV. Create classes of members as the Council deems fit and determine the applicable admission and subscription fees.

(b)

- i. Committees or Sub-Committees established under Clause (a) (iii) of this Section shall consist of members of the Federation except as provided for here under.
- ii. Any Committee or Sub-committee may, with prior approval of the Council, from time to time co-opt additional persons as members, and any such additional member may, but need not be a member of the Federation.
- iii. Except to the extent restricted by law or by this Constitution, each Committee or Sub-committee shall have or may exercise all the powers and authority of the Council. Each such Committee or Sub-Committee shall serve at the pleasure of the Council and have such name as may be determined from time to time by a resolution adopted by the Council. Each Committee or Sub-committee shall keep regular minutes of its meetings and report the same to the Council.

c) The Council may by resolution suspend, terminate or dismiss any of its members provided that a motion for such action is on the agenda for the meeting where such action is to be taken.

Section 10: Compensation

The Council, Committee and Sub-Committee members shall serve without compensation except that, where warranted, they may be allowed and paid their actual and necessary expenses' incurred in attending

Council Meetings or reimbursed for expenses incurred in the performance of their duties as specified in this Constitution.

ARTICLE 8: OFFICERS OF THE FEDERATION.

Section1:1 Number, Election and Term of Office

- a. The Federation shall have the following officers who shall be elected from among the members by the Council: the Chairperson, the Vice Chairperson, the Secretary and the Treasurer. These four Officers, together with the Chief Executive Officer, shall constitute the Executive Committee of the Council
- b. The Federation Officers shall constitute an **Executive Committee** of the Council referred to in paragraph (a) of this Section.

- c. Each officer shall hold office for three years (3) or until he or she resigns or is removed or is otherwise disqualified to serve or until his or her successor shall be elected and qualified, whichever occurs first. A retiring Officer shall be eligible for re-election.
- d. Notwithstanding the provisions of this Article relating to the retirement of Federation Officers and for the purposes of the smooth running of the affairs of the Federation, the Chairperson and Vice Chairperson shall not retire simultaneously .

Section 2: Removal and Resignation of Officers

- a) Any officer may be terminated, removed or by the Council at any time provided that the motion for such action is included in the Agenda for the meeting which takes such action.
- b) Any Officer may resign at any time by giving written notice to the Council, or to the Chief Executive Officer or to the Secretary of the Federation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein the acceptance of such resignation, shall not be necessary to make it effective. The provision of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Council relating to the employment of any officer of the Federation.
- c) Where the Council decides to remove, terminate or dismiss an Officer, it shall communicate the reasons for its decision to the Officer concerned within fourteen (14) days of such action.

Section 3: Duties of the Officers

- a) The **Chairperson** shall preside over the meetings of the Council and of the Federation and shall perform such other duties as may from time to time be assigned by the Council.
- b) The **Vice-chairperson** shall assume the duties of the Chairperson in the case of absence or inability of the Chairperson. In the case of absence or disability of both the Chairperson and Vice chairperson, the remaining three officers may elect one of their number to perform temporarily all the duties of the Chairperson. The Vice Chairperson shall have other powers and perform such other duties as may be prescribed by law, by this Constitution, or as may be assigned by the Council.
- c) The **Secretary** shall:
 - i. Keep or cause to be kept, in one or more books provided for that purpose, the minutes of all meetings of the Federation, the Council and the Committees and the Sub-Committees of the Council.
 - ii. Ensure that all notices are duly given in accordance with provisions of the Constitution and as required by law;
 - iii. Be custodian of the records and the Seal of the Federation and affix and attest the Seal to all documents to be executed on behalf of the Federation under its Seal;
 - iv. Ensure that the books, reports; statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and

- v. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Council.
 - vi. Subject to any directions given by the Council, matters relating to the role of the Secretary may be delegated to the Chief Executive Officer to such extent as the Council may determine.
 - vii. In the performance of his or her duties, the Secretary shall as much possible co-operate and consult the Chairperson, the Council members and the Chief Executive Officer but where such consultation is not possible due to the urgent nature of the matter, he/she may take such action as is necessary, which action shall be subject to ratification by the Council at the next meeting.
- b) The Treasurer shall be responsible and accountable for the proper and effective financial management and accounting. of the Federation and shall perform all duties incidental to the office of Treasurer and such other duties as may be required by law or this Constitution or which maybe assigned to him or her from time to time by the council. In the performance of his duties as provided in this Constitution, Treasurer shall consult and work closely with the Chief Executive Officer.
- c) (i) The Chief Executive Officer shall, subject to the directions of the Council, manage, supervise and control the affairs of the Federation as well as the activities of its staff. He or she shall perform all duties incident to his or her office and sub other duties as may be required by law or by this Constitution and which may be prescribed from time to time by the Council.
- (ii) Except as otherwise expressly provided by law or by this Constitution, the Chief Executive Officer shall, in the name of the Federation and subject to the directions of the Council, execute such deeds, mortgages, leases, bonds, contract, cheques, drafts or other instruments or obligations which may from time to time be authorized by resolution of the Governing Council.
- (iii) The Chief Executive Officer shall prepare and present budgets to the Council for approval before incurring any expenses on behalf of the Federation. Pending approval of a budget or if the Council fails to approve a budget the last approved budget shall continue in force.

ARTICLE 9: MEETINGS OF THE COUNCIL AND ITS COMMITTEE AND SUB-COMMITTEES

Section 1: Meetings of the Council

- a) Venue - Meetings of the Council shall be held at the principal offices of the Federation unless the Council determines otherwise.
- b) Procedure - The Council shall regulate the procedure and proceedings of its meetings as it thinks fit.
- c) First meeting - The Council shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after each annual General meeting of the "Federation. Notice of such meetings need not be given.
- d) Regular meetings - Regular meetings of the Council shall be held at such time and place as the Council may determine If any day fixed for a regular meeting shall be

- a legal holiday, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day.
- e) Special meetings - Special meetings of the Council may be called by the Chairperson or by two or more members of the Council. The only business to be transacted at such meeting(s) shall be only that stated in the call for the meeting.
 - f) Emergency Action - In case of an emergency, action may be taken by the Council in telephone concurrence of a majority of the members of the Council, and such action shall be noted in a special memorandum placed in the minutes' book and shall be reported in the minutes of the next meeting. Subject to the provisions of this Constitution, such action shall only be co-ordinate and / or initiated by the Chairperson, the Secretary or Chief Executive Officer.
 - g) Notices - Notices of all regular and special meetings of the Council shall be given to all members at least five (5) days before the meeting. Such notices shall specify the place, day, time and agenda of the meeting.
 - h) Quorum - The quorum for the transaction of business in the Council shall consist of four (4) Council members then in office.

Section 2 - Meetings of Committees and Sub-Committees

- a) The procedure and proceedings of Committee or Sub-Committee meetings shall be prescribed from time to time by the Council
- b) Except as otherwise provided in this Constitution all Committees and Sub-Committees shall make their reports to the Council and shall act only on the Council's recommendations.
- c) The quorum for the transaction of business at a Committee and Sub-Committee meetings shall be the majority of the members of that Committee or Sub-Committee
- d) The Chief Executive Officer shall be an ex-officio member of all Council Committees and Sub-Committees but shall have no vote.

ARTICLE 10: GENERAL MEETINGS OF THE FEDERATION

Section 1: Classes

There shall be two classes of General Meetings: Annual General Meetings and Special General Meetings

Section 2 : Annual General Meeting

The Annual General Meeting shall be held not later than 31st March in every year provided that in case of *force majeure* or other justifiable reason, the annual general meeting may be delayed for such period as the Council shall unanimously determine. Notice in writing of Annual General Meetings, accompanied by the Annual Audited Accounts and the Agenda for such meetings, and shall be sent to all members of the Federation not less than 21 days before the date of the meeting. No official business may be transacted at a general meeting unless it is included in the agenda for the meeting.

Section 3: Special General meeting

- a) A Special General Meeting may be called for any specific purpose by the Council. Notice in writing of such meeting shall be sent to all members not less than 21 days before the date thereof specifying the agenda.

- b) No fewer than 20% or the number nearest 20% of members of the Federation may at any time requisition a Special General Meeting of the Federation by written notice signed by all of them specifying the object of the proposed meeting and sent by post or delivered to the Secretary of the Federation; and the Council shall thereupon convene a Special General Meeting of the Federation accordingly, which shall be held within thirty days after "the delivery of such notice.
- c) If the Council fails within twenty-one days after the delivery of the written notice mentioned in this Section, to convene a Special General Meeting of the Federation in accordance with the requisition, to be held within thirty days after such delivery, the requisitioning members may themselves convene such meeting to be held at any time within sixty; days after such delivery provided a quorum is present.

Section 4 : Procedure at General Meetings!

- a) All resolutions of the Federation in general meetings shall be by a simple majority vote of the members present except as provided for elsewhere in this Constitution.
- b) No resolution of the Federation shall be rescinded at the same meeting where it is passed.
- c) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- d) Any General Meeting of the Federation at, which there is no quorum shall, after thirty minutes from the time the meeting was scheduled to commence be adjourned to such date as the Council may decide not later than 30 days hence provided that a meeting convened by a requisition of members shall stand dissolved if there is no quorum thirty minutes after the time appointed for the meeting.
- e) All General Meetings shall be presided over by the Chairperson of the Federation and by the Vice-Chairperson in the absence of the Chairperson. In the absence of both the Chairperson and the Vice-Chairperson, the members of the Federation then present shall elect some member of the Council, or if no member of the Council is present and willing to act, some other member of the Federation shall be elected to be the Chairperson of the meeting
- f) At every General meeting, every member of the Federation attending the meeting shall be represented by a person duly authorized by notice to the Secretary in writing and shall be entitled to one vote and in the event of an equality of votes the Chairperson of the meeting shall have a second and casting vote.
- g) Any other procedure as may ensure the proper running of a General meeting shall be decided upon by the Chairperson of the meeting.

Section 5: Venue

General meetings of the Federation may be held at such place or places within Kenya as the Council may from time to time determine or as shall be specified in the notice of any such meeting.

Section 6: Quorum

Unless otherwise provided, the quorum for transaction of any business at a General meeting of the Federation shall be 10 members present at the meeting.

ARTICLE 11: FUNDS

Section 1: Purposes

The funds of the Federation shall be used only for the purposes of carrying out the objects and management of the affairs of the Federation.

Section 2: Restriction

No funds of the Federation shall be used for personal benefit.

Section 3: Receipt and Application

All moneys of the Federation shall be paid and received by the Federation and shall be deposited by the designated officer in the name of the Federation in any Bank and Account approved by the Council and such moneys as may be required for use in fulfilling the affairs of the Federation may be withdrawn therefrom by the Chief Executive Officer and one of the authorized members of the Council as the Council may from time to time decide.

ARTICLE 12: GIFTS

The Council may accept on behalf of the Federation any contribution, donations, gift, bequest, or devise for the lawful use and for purposes of the Federation.

ARTICLE 13: FINANCIAL YEAR

The financial year of the Federation shall begin on 1st January and end on 31st December of each calendar year. This period may be changed or varied by a majority resolution of the Council members.

ARTICLE 14: SEAL

The Council may adopt, use and, at will, alter the Seal of the Federation. Such Seal shall be kept at the Registered Office of the Federation. Failure to affix the Seal to Federation documents, however, shall not affect the validity of any such instrument.

ARTICLE 15 INSPECTION RIGHTS

Section 1: Council Members

Every Council member shall have the absolute right, subject to giving a reasonable prior notice in writing requesting permission to inspect and copy all books, records and documents of every kind and to inspect the physical properties and assets of the Federation.

Section 2: Federation Members

- a) The books of account and all documents relating thereto and all records of the affairs of the Federation and a list of members of the Federation shall be available for inspection at the Registered office of the Federation by any member on giving not less than seven days notice in writing to the Secretary, and by the Registrar of Societies as provided for in Section 28 of the Societies Act.

- b) Any inspection under the provisions of this Article may be made in person or by a duly accredited agent or Attorney and the right to inspection includes the right to copy and make extracts subject to prior consent of the Secretary.

ARTICLE 16: AUDITOR

- a) The Annual General Meeting of the Federation shall appoint a qualified and certified auditor who maybe a member of the Federation and authorize the Council to fix his or her remuneration.
- b) All the accounts, records and documents of the Federation shall be open to inspection by the Auditor at any time.
- c) The Treasurer shall produce accounts, receipts and payments and statement of assets and liabilities made up to date which shall not be less than six weeks and not more than three months before the date of the Annual General Meeting.
- d) The Auditor shall examine such annual accounts and statements and either certify that they are correct and duly vouched and in accordance with the law; or report to the Federation in what respect the accounts are found to be incorrect, unvouched and not in accordance with the law.
- e) A copy of the Auditor's report on the accounts and statements, together with such accounts and statement, shall be furnished to all members at the same time as the notice convening the Annual General Meeting is sent out.

ARTICLE 17-TRUSTEES

Section 1

The Federation may at a general meeting appoint 5 persons, who may be from amongst members of the Federation but are not Council Members, to be Trustees. A Trustee shall, unless removed therefrom for infirmity or other cause by a resolution of the general meeting, hold office for a period not exceeding ten years

Section 2

The property of the Federation shall be vested in the Trustees who shall deal with the property of the Federation as directed by resolution of the members of the Federation at a General Meeting or by resolution of the Council Members which latter resolution shall be subject to ratification by members of the Federation at a General Meeting.

Section 3

The Trustees shall be indemnified against risk and expense out of the funds of the Federation.

ARTICLE 18: LEGAL COUNSEL

The Council shall appoint Legal Counsel, who may be a member of the Federation, to be principal legal adviser to the Federation with powers to advise on all legal matters pertaining to the Federation and its members. In consultation with the Chief Executive Officer, the Legal Counsel shall ensure that all the activities and matters addressed by the Federation are in accordance with Kenyan or other applicable law.

ARTICLE 19: NON- LIABILITY OF COUNCIL MEMBERS AND OFFICERS

The Council members and the Federation officers shall not be personally liable for the debts, liabilities or other obligations of the Federation except in the case of proven criminality, gross negligence or other malfeasance or as provided by any applicable law.

ARTICLE 20: LIABILITY INSURANCE

The Council may authorize the purchase and maintenance of liability insurance on behalf of the Council members, Federation Officers, staff and other agents of the Federation against liability for actions taken in the course of their duties to the Federation.

ARTICLE 21: AMENDMENTS

This Constitution may be amended or repealed or a new Constitution adopted: By a two thirds (2/3) vote of the members of the Federation entitled to vote thereon at any general meeting or special meeting, or by a two thirds (2/3) vote of Council at a meeting specifically called for that purpose. Any action or decision of the Council under Section (a) of this Article may be amended or repealed by the Federation at a general meeting. In amending or changing this Constitution, section 20 of the Societies Act shall be complied with

ARTICLE 22: DISSOLUTION

Section 1: Quorum and Majority for Dissolution of the Federation

The Federation may, by a resolution passed by at least a 2/3 majority of members at a General meeting called for the purpose, resolve that the Federation be dissolved.

Section 2: Absence of Quorum

If no quorum is obtained, the proposal to dissolve the Federation shall be adjourned to a meeting to be held not later than two months thereafter. Notice of the meeting shall be given to all members of the Federation at least 14 days before the date of the meeting.

Section 3: Permission of the Registrar of Societies

Dissolution of the Federation shall only be affected with prior permission of the Registrar of Societies. An application for such permission shall be made to the Registrar in writing and signed by at least three (3) Council Members.

Section 4: Post -dissolution Action

When the dissolution of the Federation has been approved by the Registrar, no further action shall be taken by the Council or any other member of the Federation other than to recover and liquidate for cash all the assets of the Federation. Subject to the payment of all debts of the Federation, the balance thereof shall be distributed to any institution or institutions having objects similar to the Federation or be distributed further in such or other manner as may be resolved by the meeting at which the resolution for dissolution is passed, but not so as to contravene any provision of the law in that behalf.

APPENDIX

Section 20 of the Societies Act

20. 1) No registered society shall-

- a) amend its name, or its constitution or rules; or
- b) become a branch of, or affiliated to or connected with, any organization or group of a political nature established outside Kenya: or'
- c) dissolve itself, except with the prior consent in writing of the Registrar, obtained upon written application to him signed by three of the officers of the society.

2) An Application by a society to do any of the things specified in subsection (1) of this Section shall be accompanied by a copy of the minutes of the meeting at which the resolution to do that thing was passed, certified as a true copy by three of the officers of the society, and the application shall be delivered to the Registrar within fourteen days after the day on which the resolution was passed.

3) Any registered society which contravenes this section shall be guilty of an offence.

Section 28 of the Societies Act

28. 1) A registered society shall make its books of account and all documents relating thereto, and a list of the members of the society, available:

- i) for inspection by an Officer or member of the society at such place and at such times as may be provided for in the Constitution or Rules of the Society; and
- ii) for inspection by the Registrar, or by any person authorized by him in writing in that behalf, at the office of the Registrar at any reasonable time specified by him, and as so required in writing by the Registrar.

2) Any registered society which fails to make available to the Registrar, at his office and at the specified time, any books of account, documents or lists of members which he has been required under section (1) of this section to make so available shall be guilty of an offence.

3) Any person who obstructs the Registrar or any such authorized person in the carrying out of an inspection under subsection (1) of this section shall be guilty of an offence and liable to a fine not exceeding one thousand shillings or to imprisonment for a term not exceeding two months, or to both such fine and such imprisonment.