

THE CONSTITUTION

OF

KENYA NATIONAL ASSOCIATION OF PRIVATE COLLEGES (KNAPCO)

DRAWN BY:

Kithi & Company

Advocates,

Maendeleo House, 4th Floor,

Monrovia Street/Utalii Lane,

P.O. Box 2676-00100,

NAIROBI.

The Constitution and Rules of Kenya National Association of Private Colleges (Kenapco)

Part 1: General Provisions

Article 1: Name of the Organisation

The name of the organization shall be "*Kenya National Association of Private Colleges*" Hereinafter called the Society.

Article 2: Offices

KENAPCO office is located at Kimathi House, 6th floor, L.R NO 209/9326 along Kimathi street in Nairobi within the Republic of Kenya and the address shall number shall be post office Box number 11536-00100 Nairobi Kenya.

Article 3: Main Objectives

The main objective of Knapco is to collaborate with Government to ensure quality standards in training in private middle level colleges in accordance with government set out standards and the governing institutions thereof such and by advancing such activities, works to contribute to the advancement and harmony of the education system offered by Government in the training and collaboration with the relevant Government departments to enhance quality in training.

Article 4: Specific Objectives

In pursuing the above-stated main objective, **Knapco** shall carry out "special"

Activities in the following areas:

1. Promoting middle level college education
2. Promoting felicitous educational development
3. To support Government policies in training and tutelage
4. To engage Government in policy matters with a view to ensure recognition of middle level colleges and enhancement of regulated examination by the national and international examination bodies and regulated syllabus.
5. To collaborate and compliment Government policies in training
6. Safeguarding the place of middle level and tertiary education institutions
7. Promoting the recognition of middle level and tertiary training and the guarding of transition of graduates to universities.

8. Receive information from Government and other institutions or bodies and relay or disseminate the same to members.
9. Promoting the wholesome fostering of Private middle level college students and education
10. Liaison, advisory and support activities in connection with setting up standards in conjunction with National accredited examination bodies.
11. To recruit, train and advise members from time to time
12. To protect the interests and welfare of members
13. To ensure members adhere to the rules and professional code of conduct
14. To promote, engage or pursue such activities or goals for purposes of attaining the aforesaid specific and general objectives.
15. To be non-political
16. To open and operate branches in all or such parts of the country from time

Article 5: Types of Programs

In pursuing the foregoing objectives, **Knapco** shall carry out the following activities and related programs:

- (1) International cooperation programs
- (2) Human resource development programs related to its activities
- (3) Programs to promote its activities
- (4) Programs to promote academic exchanges among local and international institutions
- (5) Other programs in pursuit of **KENAPCO** objectives

5.2: Further Activities

Knapco carries out the following for-profit activities:

- (1) Publication activities
- (2) Convening conferences
- (3) Holding seminars and workshops
- (4) Sale of articles and goods
- (5) Conducting commissioned activities

Income generated from **Kenapco's** activities will be applied to the implementation of its objectives contained herein.

Part 2. Members and Governance

Article 6: Types of Members

There shall be two types membership; Regular and Supporting Members where Regular members are considered to be "legitimate members" under the Law to Promote **KENAPCO** activities.

6.1: Members: These shall consist of corporate institutions including colleges registered as limited liability companies and business names or any other corporate identity but does not include human persons who endorse **KENAPCO** objectives and have been admitted to membership.

6.2: Supporting members: These shall consist of Organizations and individuals who endorse **KENAPCO** objectives and provide financial support for **KENAPCO** activities mainly through the payment of annual membership dues.

Article 7: Admittance to Membership

Members must meet the following conditions:

- (1) Share Kenapco's objectives and intend to carry out related activities.
- (2) Participate in **KENAPCO** General Meeting.
- (3) Contribute separately stipulated membership dues every fiscal year.
- (4) Corporate institutions such as limited companies, Business names and other organizations must have at least one year of operational experience.
- (5) Organizations must have within them a certificate of registration and a governing instrument such as a constitution, partnership deed or articles and memorandum of association which shall be filed with **KENAPCO** including any changes made to them.

7.2 Membership Admission procedure.

Organizations and individuals seeking admission as members must apply to the Chairman through the Secretary using the application format stipulated from time to time separately by the secretariat

7.3 Upon receipt of such applications, the Chairman and Secretary will table the same to the full committee for consideration and admit the organization or individual to membership if the applicant meets the above-listed conditions and no appropriate reason

exists to decline the application. If the application is declined, the applicant shall speedily and without undue delay is notified in writing of the decision which decision shall be final. The Committee need not give a reason or explanation for the refusal.

Article 8: Membership Dues

Each calendar year, regular members shall contribute to KENAPCO organization and operation by paying membership dues as may be advised from time to time. The Membership Registration fee is now set at Kenya Shillings 3,000.00 before joining as a member whereas the subscription fee is now set at Kenya Shillings 12,000.00 annually.

Article 9: Loss of Membership Qualification

A member will lose its membership qualification in the following cases:

- (1) When submitting a notice of withdrawal from membership.
- (2) When an organization that is a member dissolves.
- (3) When the member does not pay its membership dues for two consecutive years.
- (4) When the member is expelled.
- (5) Becomes bankrupt
- (6) Is convicted of a criminal offence and sentences to a jail term exceeding one year
- (7) Any member who falls into arrears with subscription or any other contribution for more than six months of default shall automatically cease to be a member and the name shall be struck from the membership register. The Committee may however in its absolute discretion reinstate such member on payment of the total amount of subscription outstanding.

Article 10: Withdrawal from Membership

A member may withdraw from membership at will by submitting the separately stipulated membership withdrawal notice to the Chairman through the Secretary.

Article 11: Expulsion from Membership

Based on a decision by the Committee, a member may be expelled for the following reasons:

1. For breaching the terms of this constitution and rules made there under, the code of conduct and any other instruments that may be developed and binding on the members.
2. For damaging reputation of **Knapco** or behaving in a way that is contrary to KENAPCO objectives.
3. Becomes bankrupt
4. Misappropriates the organization funds
5. Occasions unjustified loss to the organization
6. Misuses the organizations name property or assets
7. Fails to work in conformity or promotion of the organizations objectives

11.2: Right to be heard and due process

When considering the expulsion of a member for the above reasons, before making a decision, an opportunity shall be afforded to the member to explain and defend it/himself before the Committee.

Article 12: Return of Dues

In either the case of withdrawal or expulsion, neither funds nor goods contributed to Kenapco by a member will be returned.

Article 13: Supporting Members

In addition to Ordinary members, Knapco may also have supporting members as stipulated in Article 6.2.

13.1: Categories of Supporting Members:

There are four categories of supporting members:(1) student members, (2) Individual members, (3) organization members (for-profit), and (4) organization members (nonprofit). The annual dues of supporting member shall be stipulated from time to time. The Registration fees for supporting members are currently set to be Kenya Shillings 2,000.00 before joining as a member whereas subscription fees shall be Kenya Shillings 5,000.00 annually.

13.2: Membership Admission procedure

Supporting membership is acquired through the payment of membership dues. If dues are not paid for a period of one year, the qualification of supporting members is automatically nullified.

Part 3: KENAPCO Committee and Board office Bearers

Article 14: Committee Board Members and office Bearers

Knapco has the following officers:

1. Chairman: only one post
2. Vice Chairman: only 1 post
3. Secretary: only one post
4. Assistant Secretary: only 1 post
5. Treasurer: only one post
6. Organizing Secretary: only one post
7. Committee Members: Six posts
8. Auditor: only 1 post
9. Lawyer/Legal Advisor: Only one post

Article 15: Election of office Bearers

The fully paid up Regular members shall be eligible to vote and elect office bearers however the Auditor and Lawyers shall be appointed by the elected office bearers. For avoidance of doubt, the offices of Auditor and Legal Advisor/lawyer being professionals shall not be subjected to elections.

15.1: Family Members and Close relatives

No executive officer shall have a family member/relative including spouse, siblings, parents, grandparents, grandchildren, uncles/aunts, nieces/nephews) in executive, nor shall the composition of the executive exceed a 3:1 gender ratio.

15.2 Excluded persons

Persons and Individuals specified in Article 20 of the Law may not become executive officers of Knapco.

15.3: Auditors and Legal Advisor/Lawyer

Auditors and Lawyers may not hold collateral positions as other office bearers or KENAPCO staff.

Article 16: Management Structure and Duties

Knapco may register a trust to enhance its operation and realizing its objectives which trust shall be governed by the trust deed.

16.1: Board of trustees

There shall be trustees to make up the Board of Trustees; and based on the Articles of Incorporation and decisions made by the Board of Trustees, they execute Knapco operation.

16.3: Duties of Office Bearers

1. OFFICES BEARERS

(a) The office bearers of the Knapco shall be:-

- i. The chairperson.
- ii. The vice –chairperson.
- iii. The secretary.
- iv. Assistance secretary.
- v. The treasurer.
- vi. The assistant treasurer.
- vii. Five members.

Annual General meeting to be held in each year.

- (b) All office bearers shall hold office from the date of election All of who shall be fully paid-up members of the Knapco and shall be elected at the until the succeeding annual general meeting subject to conditions contained in sub-paragraph (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 Knapco shall automatically cease to be an office bearer thereof.
- (d) Any office bearer may be removed from office in a special general meeting convened as provided for in this constitution and vacancy thus created shall be filled by persons elected at the same special general meeting.

5. DUTIES OF OFFICE BEARERS

- a) **Chairperson**- the Chairperson shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Committee and at all general meetings.
- b) **Vice-chairperson**– the Vice –Chairperson shall perform duties of the chairperson in his/her absence
- c) **Secretary** –the Secretary shall deal with all correspondence of the Knapco under the general supervision of the Committee. In cases of urgent matters where the Committee cannot be consulted, (s) he shall consult the chairperson, or failing him/her, the vice –chairperson. The decision reached shall be subject to ratification or otherwise at the next Committee meeting. (S)he shall issue notice convening all meetings of the Knapco and shall be responsible for keeping minutes of all such general and for the preservation of all records of the Knapco and of the Committee.
- d) **Assistant secretary** – in the absence of the secretary, the assistant secretary shall perform all duties of the secretary and such other duties as shall be assigned to him/her by the secretary or Committee whether the secretary is present or not.
- e) **Treasurer** –the treasurer shall receive and disburse under the directions of the Committee, all moneys to the Knapco and shall issue receipts for all moneys received by him/her and preserve vouchers for all moneys paid by him/her. The treasurer shall be responsible to the Committee and to the members and shall ensure that proper books of account of all moneys received and paid by the Knapco are written up and available for inspection.
- f) **Assistant treasurer**-the assistant treasurer shall perform such duties as may be specifically assigned to him/her by the treasurer or by the Committee and in the absence of the treasurer shall perform the duties of the treasurer.

6. THE COMMITTEE

- a) The committee shall consist of all office bearers of the Knapco 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 (3) months.
- b) The Committee shall fill any casual vacancies for members of the Committee caused by death or resignation, until the next general meeting

of the Knapco. Vacancies caused by members of the committee removed from office will be dealt with as shown in rule 4(d).

7. **DUTIES OF THE COMMITTEE**

- a) The Committee shall be responsible for the management of the Knapco 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 Knapco shall be authorized by the Committee except as specified in rule 11(d).
- c) The quorum for meeting of the committee shall not be less than five (5) members.

8. **GENERAL MEETINGS**

- a) There shall be two classes of general meetings –Annual general meetings and Special meetings.
- b) (i) the annual general meeting shall be held not later than 31st December in each year of account (see rule 11(g) and the agenda for the meeting shall be sent to all members not less than fourteen (14) days before the date of the meeting.
(ii) The agenda for the General Meeting shall consist of the following:-
 - a) Confirmation of the minutes of the previous annual meeting.
 - b) Consideration of the accounts.
 - c) Election and /or confirmation of office bearers and the Committee members
 - d) Appointment of auditors in accordance with rule 10 (a)
 - e) Such other matter as the Committee may decide or as to which a member shall have given notice in writing to the secretary at least four weeks before the date of the meeting.
 - f) Any other business with the approval of the chairperson
- (c) The Committee may call a special general meeting for any specific purpose. Notice in writing of such meeting shall be sent to all members not less than seven (7) days before the date of such a meeting.

- (d) A Special General meeting may also be requisitioned for a specific purpose by order in writing to the secretary by not less than one hundred (15) members and such meeting shall be held within fourteen days (14) days of the date of the requisition. The notice of such meetings shall be shown in sub rule (c) and no matter shall be discussed other than that stated is requisition.
- (e) Quorum for general meeting shall not be less than fifty (15) registered members of the society.

9. **PROCEDURE AT MEETINGS**

- a) At the meetings of the Knapco, the chairperson or in his absence, the vice – chairperson, or in the absence of both these officers, member selected by the meeting shall take the chair.
- b) The chairperson may at his discretion limit the number of persons permitted to speak in favour of and/or against any motion.
- c) Resolution shall be decided by simple voting by a show of hands. In the case of equality votes, the chair person shall have a second or casting vote. Any other method may be adopted at the discretion of members.

10. **AUDITOR**

- a) An auditor shall be appointed for the following year by the Annual General Meeting. All the KENAPCO accounts, records and documents shall be opened to the inspection of the auditors at any time.

The treasurer shall produce an account of his receipts and payment and a statement of assets and liabilities made up to date which shall not be less than six (6) weeks and not more than three (3) months before the annual general meeting. The auditor shall examine such accounts and statement and either certify that they are correct, duly vouched and in accordance with the Law or report to the Knapco 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 statement shall be furnished to all members at the time 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 Knapco.

11. FUNDS

- a. The funds of the Knapco may only be used for the purpose of carrying out the objectives of the Knapco.
- b. All moneys and funds shall be received by and paid to the treasurer and shall be deposited by him in the name of the Knapco in any bank or banks approved by the Committee.
- c. No payment shall be made out of the bank account without a resolution of the Committee authorizing such payment. The treasurer or the assistant treasurer and two other office bearers of the Knapco who shall be appointed by the Committee shall sign all cheques on such bank accounts.
- d. A sum not exceeding Kshs 5,000/- i.e. Kenya shillings Five Thousand shillings only may be kept by the treasurer for petty disbursements of which proper account shall be kept.
- e. No sum above Kshs 10,000/- i.e. Kshs Ten Thousand only shall be expended or committed to any project by the Committee without a resolution by the members at a general meeting.
- f. The Committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for the funds or property of the Knapco and the committee shall have power to appoint another in his place. Such suspension shall be reported to a general meeting to be convened on a date not late than two (2) 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.

- g. The financial year of the society shall be from 1st January to December 31st.

12. **INSPECTION OF ACCOUNTS AND A LIST OF MEMBERS.**

The books of accounts and all documents relating thereto and a list of members of the Knapco be available for inspection at the registered office of the Knapco by any officer or member of the Knapco on giving not less than seven (7) days notice in writing to the Kenapco.

13. **MEMBERS NOT TO MAKE PROFIT OUT OF THE KNAPCO**

No member may under any circumstances or in any manner receive any profit, salary or emoluments by virtue of his being a member or a Committee member from the funds or transactions Knapco. Any member who is directly or indirectly involved in any contract concerning the Knapco must disclose the nature of his interest in writing to the Committee as soon as he is aware or may reasonably be aware of the transaction. Any member who fails to disclose his interest will be subjected to disciplinary process for contravening the provisions of this Constitution.

14. **DISPUTE RESOLUTION.**

Any dispute between the members, the Committee and/ or the Knapco concerning the relation or inter relation of the Knapco activities, powers and duties shall be resolved in the following manner:-

The members shall at the Annual General Meeting elect or nominate a committee of three (3) members to be known as the disciplinary committee.

- a) The committee shall on receipt of the complaint consider its merits or demerits and will give notice in writing to the complainant and the member or the committee to whom the complaint is directed that it has been received .A copy of the complaint shall be given to the person to whom it is directed requiring the complaint to be answered within a specified time.
- b) The committee shall at all time observe the rules of natural justice i.e. no one shall be condemned without being heard.

- c) The quorum for the meetings of the committee shall not be less than two thirds of its members.

- d) The committee shall consider the complaint and respond and shall have power to do the following,
 - i. To dismiss the complaint.
 - ii. To respond to the welfare Knapco committee to take such action as it deems fit in the circumstances of the case.
 - iii. Where the Knapco committee has contravened this constitution the disciplinary committees will require the committee to make amends failing which the matter will be referred to the members under clause of this constitution.
 - iv. Where any member is dissatisfied with the decision of the disciplinary committee, the matter may be referred to the Committee under clause 7 of this constitution.
 - v. The decisions of the disciplinary committee shall be by simple majority and will begin writing and signed by the committee members supporting it.
 - vi. Any member who sues the Association in a court of law shall be deemed to have ceased to be a member on the day he presents the case in court against the Association their officials or members.

15. TRUSTEES

- a) All land, buildings and other immovable property and investments and securities which shall be acquired by the Knapco shall be vested in the name of not less than Two (2) trustees who shall be members of the Knapco and shall be appointed at an Annual General Meeting for a period of three (3) years. On retirement such trustees shall be eligible for re-election. A general meeting shall have 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.

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

16. **BRANCHES**

Branches of the Knapco may be formed with the approval of the Committee and the Registrar of societies and they will adopt the same Constitution as that of the headquarters with the following exceptions,

- a) The aims and objects will not include the formation of branches
- b) Amendments to the constitution can only be made by the head offices of the Knapco in accordance with the provisions of rule 17.
- c) The provisions of rule 18 shall apply to branches but in addition, branches will not be dissolved without consultation with their head offices.

17. **AMMENDMENTS TO THE CONSTITUTION**

Amendments of the constitution of the Knapco must be made by a least two-thirds (2/3) majority of members present at a general meeting of the Knapco. 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 the three (3) of the office bearers.

18. **DISSOLUTION**

- a) The Knapco shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two thirds (2/3) of the members present. The quorum at the meting shall be as shown in rule 8(e). If no quorum is obtained, the proposal to dissolve the Kenapco shall be **submitted** to a further meeting, which shall be held one month later. Notice of the adjourned meeting shall be given to all members of the Knapco at least 14 days before the date of the meeting. The quorum for the adjourned meeting shall be the number members present.
- b) Provided, however that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three (3) of the office bearers.

- c) When the Registrar has approved the dissolution of Knapco, no further action shall be taken by the Knapco in connection with the aims of the Knapco other than to get in and liquidate for cash all the assets of the Knapco, the balance thereof shall be distributed to any other non-profit making organization as may be resolved by the meeting at which the resolution for dissolution is passed.