

**THE CONSTITUTION
OF
THE GEOSPATIAL SURVEYORS
SOCIETY OF KENYA
(GSSK)**

© 2026

TABLE OF CONTENTS

TABLE OF CONTENTS	2
1: INTERPRETATION	4
2: NAME	4
3: REGISTERED OFFICE AND POSTAL ADDRESS	4
4: NATURE OF ORGANISATION.....	4
5: OBJECTS.....	5
6. MEMBERSHIP	5
7.0: PATRON	7
8.0: DUES	7
9.0: CADRES.....	7
10.0: DESIGNATIONS.....	8
11.0: ORGANS	8
12.0: THE GENERAL ASSEMBLY.....	8
13.0: THE COUNCIL.....	8
14.0: THE SECRETARIAT	10
15.0: HOLDING OF IMMOVABLE PROPERTY.....	12
16.0: RESIGNATION, SUSPENSION AND EXPULSION OF A MEMBER.....	12
17.0: RESIGNATION, SUSPENSION AND REMOVAL FROM ELECTIVE ORGANS.....	13
18.0 MEETINGS OF THE GENERAL ASSEMBLY	13
19.0 QUORUM	15
20.0 PROCEDURE AT MEETINGS.....	15
21.0 ELECTIONS.....	15
22.0 ELECTION OF THE SOCIETY'S REPRESENTATIVE TO STATUTORY AND OTHER BODIES.....	18
23.0: DISCIPLINE AND CODE OF CONDUCT	18
24 INDEMNIFICATION	20
25.0 TRUSTEES	20
26.0 AUDITOR.....	21
27.0 FUNDS.....	21
28.0 AMENDMENTS TO THE CONSTITUTION	22
29.0 DISSOLUTION	22
30.0 INSPECTION OF ACCOUNTS AND LIST OF MEMBERS.....	23
PROMULGATED & SIGNED THIS 16TH DAY OF AUGUST 2025.....	24

1.0: INTERPRETATION

In this Constitution, unless the context requires otherwise:

(a) **‘Geospatialist’** means a person with the academic qualifications and technical expertise to conduct one or more of the following activities:

- a) To determine, measure and represent land, continental shelf, sea bed, three-dimensional objects, point-fields, trajectories, Georeferencing and carrying out infinitesimal dimensions calculations.
- b) To assemble and interpret land and Geospatially related information
- c) To use that information for the planning and efficient administration of land, the sea and any structures thereon.
- d) To analyse, interpret and integrate spatial and georeferenced objects and phenomena in GIS, including the visualization and communication of such data in maps, bathymetric charts, models and mobile digital devices.
- e) To generate/reproduce maps and bathymetric charts
- f) To manage Geospatial data.

(b) **‘Profession’** means the Geospatial disciplines.

2.0: NAME

The name of the organization shall be the Geospatial Surveyors Society of Kenya (hereinafter referred to as ‘the Society’).

3.0: REGISTERED OFFICE AND POSTAL ADDRESS

The registered office of the Society shall be at Nairobi or any other place as approved by the General Assembly.

4.0: NATURE OF ORGANISATION

The Society is a non-political and non-profit making professional organization.

5.0: OBJECTS

The objects for which the society is established are:

- (a) To elevate the status and promote the advancement and best interests of the Geospatial surveyor's profession in Kenya;
- (b) To unite members of the act profession in Kenya into one general body;
- (c) To play an active role in Geospatial surveying education and training and the development of local expertise;
- (d) To develop and uphold the highest professional standards and guidance for its members in relation to the practice of the Geospatial profession and secure for them such professional standing as may assist them in the discharge of their duties for the benefit of the public.
- (e) To promote knowledge and research in all matters relevant to Geospatial Surveying science and its application.
- (f) To consider the Geospatial Surveying aspects of legislation, existing and proposed and to take such action as considered desirable for advancement of the profession.
- (g) To establish links with groups or Societies in any part of the world with similar objects to those of the Society;
- (h) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

6.0. MEMBERSHIP

06.01. There shall be the following categories of membership in the Society:

- (a) Honorary Members
- (b) College of Fellows
- (c) Corporate members
- (d) Graduate Members
- (e) Technician Members
- (f) Affiliate Members.
- (g) Student Members
- (h) Visiting Members

06.02 Honorary member comprising persons who, in the opinion of the Council, has rendered or is able to render valuable assistance in promoting the objects of the Society.

Honorary members shall have the privilege of attending meetings of the Society, but shall not be entitled to vote at any general or other meeting of the Society

06.03 Fellow Member: if he/she has the following qualifications;

- (i) Satisfied all requirements for admission to Fellow Membership; and
- (ii) Has at least five years of relevant Geospatial experience; Or
- (iii) He/she is a fellow of a professional body recognized by Council; Or
- (iv) Has any other Geospatial qualification(s) which the Council may approve as equivalent to the above conditions; and
- (iv) His/her application is approved by Council and the General Assembly.

06.04 Corporate Members

Shall be a person who upon his/her application to the Council to be considered for Corporate Membership fulfils the following conditions:

- 1) Holds at least a Bachelor's degree in Land Surveying/Geospatial Engineering /Geomatics Engineering, Hydrographic Surveying, Geospatial Information Science, Geoinformation/Geoinformatics/Cartography/Photogrammetry/Photolithography/Map Production or its equivalent from a recognized University or such other training as may be approved by the Council.
- 2) Has been a graduate member of the society or equivalent graduate membership in an approved society for two years and has undergone induction by the society. Or
- 3) Has a diploma in Land Surveying, Cartography, Geospatial Engineering, Photolithography/Map Production, or equivalent and has been a technician member in the society or equivalent membership in an approved society for at least than 5 years and has acquired a Degree or a Higher National Diploma in the relevant Geospatial or Map Reproduction field. Or
- 4) Has been admitted as a Full member/ Corporate Member or equivalent in an approved professional society whose qualifications for such admission are not less than those prescribed in paragraph (1) above:

06.05 Graduate Members

Shall be persons who have a degree in Land Surveying/Geospatial Engineering /Geomatics Engineering, Hydrographic Surveying, Geospatial Information Science, Geoinformation/Geoinformatics/Cartography/Photogrammetry/Photolithography/Map Production from a recognized university or its equivalent or attained such other training as may be approved by the Council.

06.06 Technician Members

Shall be persons who have attained a Diploma in Land Surveying, Cartography, Photogrammetry, Photolithography/Map Reproduction or equivalent as may be prescribed by the Council.

06.07 Affiliate Members shall be persons who hold a certificate in Land Surveying, Map Reproduction or equivalent from an Society recognized by the Council.

06.08 Student Members shall be persons who are undergoing a full-time course of instruction approved by the Council.

06.09 Visiting members shall be persons who are professionals in geospatial who are visiting for a period of time for a specific geospatial purpose/task.

7.0: PATRON

A Patron shall be any person of distinction whose membership to the Council would confer honour upon the society – The office of the Hon. Patron and the Hon. Vice Patron shall cease to exist after 10 years from the date of registration of the society or upon a vacancy or resignation and shall not be reestablished.

8.0: DUES

All Members shall pay such application fees, annual subscriptions and other dues as the General Assembly may determine.

9.0: CADRES

09.01 The following shall be the Cadres of the Society

- (a) Photogrammetry, Remote Sensing and Space Technology.
- (b) Astronomy Surveying
- (c) Geodetic Surveying
- (d) Hydrography and Marine Cadastre
- (e) Land Surveying
- (f) Engineering Surveying
- (g) Geospatial Data Management.
- (h) Cartography
- (i) Geospatial Information Science (GIS)
- (j) Photolithography and Map Production

09.02 The creation, splitting, amalgamation or abolishing of a Cadre(s) may be recommended to the General Assembly by the Council on its own volition, or on request in writing to the Council by a Cadre or a member(s).

09.03 Each Cadre shall elect its Chair and Secretary and any other official necessary for the proper functioning of the Cadre, at a meeting of the Cadre in respect of which elections have been notified.

10.0: DESIGNATIONS

- (a) Every Fellow of the Society shall be entitled to use after his or her name the initials FGSSK (that is, Fellow of the Geospatial Surveyors' Society of Kenya).
- (b) Every Corporate Member of the Society shall be entitled to use after his or her name the initials MGSSK (that is, Member of the Geospatial Surveyors' Society of Kenya), followed by the approved initials of such member's Cadre.

11.0: ORGANS

The Society shall have the following organs:

- (a) The General Assembly
- (b) The Council
- (c) The Council Committees
- (d) The Secretariat.

The General Assembly may establish such other organs or Society's as it may consider necessary for the proper carrying out of the society's mandate.

12.0: THE GENERAL ASSEMBLY

12.01 Subject to the provisions in relation to the power to vote, the General Assembly shall be composed of all the members of the society.

12.02 The General Assembly shall be the supreme governing body of the society and shall be responsible for policy formulation and give directions to the other organs of the society.

12.03 The General Assembly shall elect the President, Vice President, Secretary, Treasurer and the Chairs of the Council Committees of the Society.

13.0: THE COUNCIL

13.01 There shall be a Council of the Society.

The direction and control of the activities of the Society in pursuit of its objectives, and the management of its affairs generally, shall vest in a Council. The membership of the Council shall consist of:

- (a) The Hon. President.
- (b) The Hon. Vice President.
- (c) The Hon. Patron
- (d) The Hon. Vice Patron
- (e) The Hon. Treasurer
- (f) The Hon. Secretary
- (g) The Chairs of the Standing Committees.
- (h) The Chair and Secretary of each Cadre of the Society.
- (i) The Chair and Secretary of each of the branches of the Society
- (j) The Chief Executive Officer of the Society as an ex-officio member.

13.02 The President, Vice President, Secretary, Treasurer, the Chair of each Council Committee and the Chair and Secretaries of the Branches of the society shall be elected by the General Assembly at its Annual General Meeting in respect of which elections have been notified.

13.03 The Hon. Patron and Vice Patron shall be Members of the Council and both offices shall cease to exist after ten (10) years from the date of registration of the society, upon a vacancy or upon resignation of the office bearers.

13.04 All officials of the Society except the Hon. Patron and Hon. Vice Patron shall serve a term of three (2) years and be eligible for re- election or appointment, but shall not serve for more than two (2) terms in the same position.

13.05 The meetings of the Council shall be called by the secretary in consultation with, or on the instructions of the President.

13.06 A meeting of the Council may be requisitioned by 30% of the members of the Council in the event that the Secretary or the President fail or refuse to call a meeting.

13.07 The quorum for a meeting of the Council shall be one-third (1/3rd) of the members.

13.08 The decisions of the meeting shall be by simple majority in the absence of consensus.

13.09 In the event that there is equality of votes, the person chairing shall have a casting vote.

13.10 The Council may establish such other committees as it deems fit to assist it in carrying out its functions where the Chief Executive Officer shall be an ex-officio member of

each of the Committees, provided that he or she may designate a senior member of the Secretariat to deputize in the event that he or she is unable to attend to the duties of the Committee.

- 13.11 Decisions of the Committees shall be by consensus, provided that in the event that such consensus is not possible, voting shall be by secret ballot.
- 13.12 The President, when present, shall preside over all meetings of the General Assembly and the Council and meetings of Committees in which he or she is a member.
- 13.13 The quorum for the meetings of the Committees shall be one-half of the members. The decisions of the meetings shall be made by simple majority in the absence of consensus.
- 13.14 In the event that there is equality of votes, the person chairing shall have a casting vote.
- 13.15 The Vice President shall perform the duties delegated to him or her by the President or assigned to him or her by the General Assembly and the Council and deputize for the President in the latter's absence.
- 13.16 The President of the Society shall be the spokesperson of the Society, provided that such function shall be performed in strict adherence to this Constitution and By-Laws of the society and any other conditions that may be imposed by the General Assembly or the Council.

14.0: THE SECRETARIAT

- 14.01 There shall be a Secretariat of the society.
- 14.02 The Secretariat shall be headed by a Chief Executive Officer recruited competitively by the Council on recommendations of the Executive Committee.
- 14.03 The Chief Executive Officer shall be assisted by such other staff as may be necessary for the proper functioning of the society. Such staff shall be appointed competitively by the Executive Committee, provided that such appointments shall be tabled before the Council for ratification.
- 14.04 The Secretariat shall be housed in Nairobi, or any such other place as the General Assembly may, on its motion or on the recommendation of the Council, determine.
- 14.05 The Secretariat shall be responsible for the day-to-day operations and administrative functions of the Society and shall work in close consultation with the Society's Committees and under the general direction of the Council.

14.06 In particular, and without derogating from the generality of the preceding provision, the Secretariat shall be responsible for:

- (a) Setting up of the society's annual calendar in liaison with the Executive Committee
- (b) Implementation of the decisions of the General Assembly, the Council and other organs of the society.
- (c) Representing the society in its relations with other organizations when called upon to.
- (d) Maintaining an up-to-date database of all the society's members and updating the members' roll.
- (e) Keeping and maintaining in an orderly manner all the society's assets, files and records and ensuring that these are preserved and are available for inspection whenever necessary.
- (f) Proper keeping of books of account of all moneys received and paid by the society.
- (g) Receiving and disbursing, under the direction of the Finance and Audit Committee, all moneys belonging to the society.
- (h) Making the society's annual budget and ensuring its adoption and eventual administration.
- (i) Issuing notices convening meetings of the Society and keeping minutes of such meetings.
- (j) In cases of urgent matters where the Council or the Executive Committee cannot be consulted, the Chief Executive Officer shall consult with the Chair, or if he or she is not available, the Deputy-Chair, provided that the decisions reached shall be subject to consideration at the next meeting of the Council.
- (k) The Council may establish such divisions within the Secretariat as it may deem necessary for the efficient performance of the Secretariat's functions.

15.0: HOLDING OF IMMOVABLE PROPERTY

The society shall establish an organ in whatever form deemed appropriate, to hold immovable property on its behalf, provided that the establishment of such Society or organ shall be determined by the General Assembly.

16.0: RESIGNATION, SUSPENSION AND EXPULSION OF A MEMBER

- 16.01.** Any Member desiring to resign from the society shall submit his or her resignation to the President. The resignation shall take effect from the date of receipt by the President of such notice, subject to all outstanding subscriptions and other dues being fully paid.
- 16.02.** The Council shall have the right to suspend from the Society or reprimand any Member who is guilty of any conduct which may, in the opinion of the Council, prejudice the professional standing of the society. Upon receipt by the President of a written and signed complaint, the Council shall notify the Member concerned, in writing, of the complaint and he or she shall be asked if he or she wishes to submit a written explanation to the Council within a period of fourteen days, before action is taken. The Member and/or his or her representative shall be entitled to appear before the Council to state his or her case. The powers of the Council under this sub-Article can only be exercised by two-thirds (2/3rds) of the members of the Council provided there shall be at least one member from the relevant Cadre. Any suspension or reprimand shall be tabled by the President at the next meeting of the General Assembly, which shall reserve the right to uphold, vary or rescind the decision.
- 16.03.** On recommendation of the Council, the General Assembly may expel any member who is guilty of any conduct which may, in the opinion of the General Assembly, prejudice the professional standing of the society, provided that the said Member shall have the right to appear before the General Assembly and defend himself or herself.
- 16.04.** Any person who resigns or is expelled from membership shall not be entitled to a refund of the entrance fees or subscription, or any part thereof, or any moneys contributed by him or her at any time, unless such moneys were contributed subject to the subsistence of membership.

17.0: RESIGNATION, SUSPENSION AND REMOVAL FROM ELECTIVE ORGANS

17.01 Any member of any elective organ of the society may resign by submitting his or her resignation to the Chief Executive Officer. The resignation shall take effect from the date of receipt of such notice by the Chief Executive Officer.

17.02 The Council may suspend from any organ a member of the organ who is guilty of any misconduct which may, in the opinion of the Council, prejudice the work of the organ or professional standing of the society, provided that:

(i) The member shall be provided with the opportunity to respond to the allegations, and the suspension shall be tabled in the next meeting of the General Assembly if the same continues until then

(ii) The suspension of the President of the Society shall be determined by at least 75% of the members of the Council.

17.03 The General Assembly may remove from the Council any member of the Council who has been suspended by the Council, or who is guilty of any misconduct which may, in the opinion of General Assembly, prejudice the work of the organ or professional standing of the Society, provided that the member shall be provided with the opportunity to respond to the allegations.

17.04 Any member of any organ who ceases to be qualified as a member of the organ or of the Society shall cease to be a member of the organ with immediate effect.

17.05 Where a member of the Council resigns or is suspended by the Council or otherwise ceases to be a member, the Council may appoint another person to serve in his or her place until such suspension is lifted, or until the next General Assembly, whichever is the earlier.

18.0 MEETINGS OF THE GENERAL ASSEMBLY

18.01 There shall be the following classes of meetings of the General Assembly:

(a) Annual General Meetings

(b) Special General Meetings.

18.02 Annual General Meetings

18.03 An Annual General Meeting shall be held every year at intervals of not more than fourteen (14) months provided that there shall be an Annual General Meeting in every calendar year.

18.04 Notice in writing of such Annual General Meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent, under the hand of the President, to all Members not less than twenty-one (21) days before the date of the meeting.

18.05 A meeting of the General Assembly may be requisitioned by 10% of the members of the society in the event that the President fails or refuses to call a meeting.

18.06 The agenda for the meeting shall consist of the following items:

- (a) Minutes of the meetings of the General Assembly
- (b) Matters arising from the minutes
- (c) The Council's annual report
- (d) Audited accounts and a general financial report
- (e) Any business of which seven (7) days' notice has been given to the President or which has the approval of the General Assembly, except amendments to the Constitution and dissolution of the society
- (f) Election of officials, other members of the Council and Chairs of the Council Committees, where such elections are due
- (g) Appointment of auditors.

18.07 The General Assembly may, if it considers the circumstances special, admit into the agenda any matter raised during its meeting.

18.03 Special General Meetings

18.04 The Council may call a Special General Meeting for any specific purpose.

18.05 Notice in writing of such meeting accompanied by the agenda for the meeting shall be sent to all eligible members not less than fourteen (14) days before the date of the meeting and no matter shall be discussed other than that stated in the agenda.

18.06 A Special General Meeting may also be requisitioned by not less than ten percent (10%) of the members in a notice in writing to the President.

18.07 Such meeting shall be held within twenty-one (21) days of the requisition.

18.08 Notice in writing of such meeting, accompanied by the agenda for the meeting, shall be sent to all eligible members not less than twenty-one (21) days before the date of the meeting and no matter shall be discussed other than that stated in the requisition.

19.0 QUORUM

19.01. The quorum for any Annual or Special General Meeting shall be one-fifth (1/5th) of the eligible members of the Society.

19.02. In the event that no quorum is attained, a subsequent meeting shall be held not less than twenty-one (21) days and not more than thirty (30) days from the date of the aborted Annual or Special General Meeting as the case may be.

19.03. Such subsequent meeting shall be held whether or not the requisite quorum is attained.

20.0 PROCEDURE AT MEETINGS

20.01. All meetings of the General Assembly shall be chaired by the President or in his or her absence the Vice President.

20.02. The Chair may, with the concurrence of the members in attendance, limit the number of persons permitted to speak and the duration of the speech in favour of or against any motion, provided an opportunity is given for both sides to be heard.

20.03. Voting in all meetings of the General Assembly shall be by secret ballot or electronic voting and all members shall be eligible to vote.

20.04. Decisions in the meetings of the General Assembly shall, unless provided otherwise in this Constitution, be made by a simple majority of those present and voting.

20.05. In case of equality of votes, the person chairing the meeting shall have a casting vote.

21.0 ELECTIONS

21.1 The elections of Council Members and office bearers shall be conducted at the same time.

21.2 Nominations for candidates for election in terms of 21.1 shall (a) be in writing, be signed by two members (five members in the case of nomination for the position of President) and

be countersigned by the candidate as of his consent to nomination; and (b) be delivered to the Secretary by such date prior to the date of the Annual General meeting, as the Council shall specify.

21.3 No nomination is required in the case of a retiring President who being eligible, offers himself for re-election. Nominations of new candidates for the office of President must be accompanied by a profile of the candidate in the form specified by the Council.

21.4 All proposers, seconders and supporters must be corporate paid-up members of the Society in good standing. Each member of the Society may only propose, second or support one candidate for the office of President.

21.5 All nomination forms must be completed in ink and no alterations or erasures are permitted.

21.6 Duly completed nomination papers must reach the Secretary not later than the time stipulated in the timetable for the elections specified by the Council.

21.7 In the event that only one candidate is validly nominated for each or any of the positions and offices which are the subject of the elections, the Council shall declare the nominated persons to be duly elected to the respective positions and offices and shall present the results for confirmation at the Annual General Meeting.

21.8 The Secretary shall prior to the date of the Annual General Meeting not later than the time stipulated for the elections specified by the Council forward a Voting Paper to every member whose subscriptions are up to date.

21.9 The form of Voting Paper shall be determined by the Council, but it shall include the names of the validly nominated candidates, a space on which a vote for each candidate shall be marked and be accompanied with clear instructions on how to vote.

21.10 Each member shall vote for not more than the same number of nominees as the available positions. Any Voting Paper with votes for more nominees than available positions shall be declared null and void.

21.11 A member shall cast his vote by placing a tick in the space provided adjacent to the name of the nominee selected.

21.12 Every member shall place his duly filled in Voting Paper in an envelope marked "VOTING PAPER" and shall send it to the Secretary so as to reach him by the date stipulated in the timetable for the elections which shall be at least 5 working days before the date fixed

for the Annual General Meeting. The Secretary shall keep in safe custody all returned Voting Papers unopened for subsequent opening and examination by the Scrutineers.

21.13 At least 4 working days before the Annual General meeting the Voting Papers shall be opened under the dual supervision of the Secretary and at least one Council member and one of the Scrutineers and serially numbered.

21.14 At least 3 days working days before the date set for the Annual General Meeting the Voting Papers shall be examined for correctness and the votes counted by the Scrutineers in the presence of the Secretary. The place and time of this is to be made known to nominees in advance so that any nominee or duly his authorised representative may witness the opening and the counting of votes. Any candidate or authorised representative can request a recount of the votes at any stage.

21.15 In case of any equality of votes for any position or office, except the office of President, the President shall exercise a casting vote to resolve the tie.

21.16 In the case of an equality of votes for the office of President, the Council as newly elected shall decide which of the nominees having an equal number of votes should be elected. At the meeting at which that decision is made, if the outgoing President is standing for re-election and is one of the nominees in the tie, he shall not be entitled to vote.

21.17 As soon as the voting papers have been examined and the results of the elections ascertained, the decision of the Scrutineers shall be final and the Voting Papers shall be closed under the seals of the Scrutineers, and shall be retained by the Secretary for at least six months after the Annual General Meeting, after which they may be destroyed.

21.18 The Scrutineers shall make and sign a report on the voting results stating the total number of Voting Papers received, total number of spoilt Voting Papers, total number of votes in favour of each candidate and the names of those duly elected, and shall forward the report to the Secretary not later than 24 hours before the time fixed for the Annual General Meeting.

21.19 The Scrutineers' report on the elections and the results thereof shall be read by the Returning Officer to and be confirmed by the Annual General Meeting.

21.20 The elected Council Members, office bearers and President shall commence their terms of office after the confirmation of the report of the Scrutineers by the Annual General Meeting.

21.21 The Council shall, every year at a suitable time prior to the Annual General Meeting appoint four Scrutineers one of who shall be the Returning Officer. Candidates for the any of

the Council Member positions or offices subject of the election shall not be eligible to become Scrutineers. The Secretary shall be an ex-officio member of the panel of Scrutineers. Any subsequent vacancy on the panel of Scrutineers shall be filled by a Member appointed by the President.

21.22 The Returning Officer and any two of the Scrutineers shall form a quorum.

20.21 The Council may adopt/employ technology in voting during elections which shall be verifiable and transparent.

22.0 ELECTION OF THE SOCIETY'S REPRESENTATIVE TO STATUTORY AND OTHER BODIES

The Council may from time to time elect members to represent the society in any representative statutory or other bodies.

23.0: DISCIPLINE AND CODE OF CONDUCT

23.01 No member shall conduct himself or herself in such a manner as would in the opinion of the Council prejudice his or her professional status and in the case of a Graduate Member prejudice the reputation of the Society.

23.02 No member shall in any way be connected with any occupation or business if such connection is, in the opinion of the Council, inconsistent with membership of the Society.

23.03 All members shall be held responsible for their acts so far as they relate to matters within the scope of professional practice.

23.04 All members of the society who are employees of firms which do not abide by the principles and rules of professional conduct of the Society may be required to resign from either their employment or the Society.

23.05 No member shall accept or give any illicit or secret trade or other discounts, commission or allowance in connection with any professional business which may be entrusted to him or her or any goods he may order on behalf of clients.

23.06 In work other than sales and letting:

- (a) Except in the case of a client for whom a member regularly acts, no member shall in any circumstances solicit instructions in any manner whatsoever

- (b) No member shall offer to accept instructions on the basis that no charge will be made unless a successful result is attained.

23.07 In work concerned with sales and letting:

- (a) No member shall, either directly or indirectly, orally or in writing, seek instructions for business which he or she knows, or with ordinary care could have known, is in the hands of another agent.
- (b) A member who seeks instructions to deal with a property on which another agent's board or notice is exhibited will be deemed knowingly to have disregarded this injunction.

23.08 Members shall ensure that advertisements and other public announcements with which their names are associated are not such as would, in the opinion of the Council, bring the society into disrepute.

23.09 No member shall carry on his or her business under a name or style, which would, in the opinion of the Council, be inconsistent with the profession.

23.10 The Council may issue directions for the regulation of member' publicity and such directions may be applicable generally or to particular sections of the profession. Members shall conform to such directions.

23.11 The Council may recommend scales of fees for professional services and may, if called upon to do so, determine disputes over fees.

23.12 Any alleged breach of these rules of conduct, these By-laws or the Constitution of the Society shall be reported to the Professional Practice and Ethics Committee in writing.

23.13 The Committee shall consider the allegation, which consideration shall take into account the member's defense of himself or herself, and determine whether or not it has been proved.

23.14 The Committee, after due consideration, shall make recommendations to the Council on the appropriate action to be taken against the relevant member.

23.15 Any member who breaches the rules of conduct, the By-laws and the Constitution shall be liable to any of the following penalties:

- (a) Reprimand
- (b) Warning
- (c) Suspension from membership
- (d) Expulsion from membership

23.16 Such other penalty as the Committee may consider appropriate and just.

23.17 The Council shall take any action it deems fit in respect of the breach, provided that it shall report to the next meeting of the General Assembly on the disciplinary action taken and provided further that the Council shall not have power to expel a member but only to recommend such expulsion to the General Assembly.

23.18 Any member who feels aggrieved by the decision of the Council shall have a right to appeal to the General Assembly.

24 INDEMNIFICATION

24.01 Every office bearer, Council member, or member of the Society and their heirs, executors, personal representatives and administrators, respectively, shall at all times be indemnified and saved harmless out of the funds of the Society, from and against:

(a) all costs, charges, and expenses that such officer bearer, Council Member or Member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter, or thing whatsoever made done, or permitted by him in or about the execution of his duties pursuant to the Constitution; and

(b) from and against all other costs, charges, and expenses that he sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges, or expenses as are occasioned by his own wilful neglect or default.

25.0 TRUSTEES

25.1 The Society may with the sanction of the Annual General Meeting appoint a trust corporation or a body of persons to act as Trustee(s) on such terms and conditions as are deemed appropriate by the Council.

25.2 All land, buildings and other immovable property and all investments and securities which shall be acquired by the Society shall be vested in the name of the Trustee(s) on behalf of the Society.

25.3 The Trustee(s) shall pay all income received from property and investments vested in the Trustee(s) to the Treasurer. Any expenditure in respect of such property and investments

which in the opinion of the Trustee(s) is necessary or desirable shall be reported by the Trustee(s) to the Council which shall authorise expenditure of such moneys as it thinks fit.

26.0 AUDITOR

26.01 An auditor who must be a registered member of the Institute of Certified Public Accountants of Kenya shall be appointed at each Annual General Meeting. All the Society's accounts, records and documents shall be open to the inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than six months before the date of the Annual General Meeting. The auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Society in what respect they are found to be incorrect, unvouched or not in accordance with the law.

26.02 A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all Members at the same time as the notice convening the Annual General Meeting is sent out. An auditor may be paid such fees in respect of his duties as may be resolved by the Council. No Council member or office bearer shall be the auditor of the Society.

26.03 The Council may recommend the removal of an auditor and the reasons shall be given to the members at the Annual General Meeting and a vote taken on the removal of the auditor.

27.0 FUNDS

27.01 The funds of the Society may only be used for the purposes of meeting the Society's objectives as determined by the Council

27.02 All moneys and funds shall be received by and paid to the Society and shall be deposited by the Treasurer in the name of the Society in such accounts with any bank or banks as are approved by the Council.

27.03 No payments in excess of amounts and for purposes duly authorised from time to time by the Council in budgets approved by Council under set down procedures shall be made out of the Society's bank account without a resolution of the Council authorising such

payment and all cheques on such bank account shall be signed by the Treasurer or another authorised signatory who shall be appointed by the Council and counter-signed by one of two other office bearers of the Society or Council Members who shall be appointed by the Council.

27.04 Members of the Council may be reimbursed for all reasonable charges and disbursements incurred by them in the performance of their duties.

27.05 A sum not exceeding an amount from time to time to be determined by the Council may be kept by the Treasurer for petty disbursements of which proper account shall be kept.

27.06 The Council shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and shall have power to appoint another person in his place. Such suspension shall be reported to a General Meeting to be convened on a date not later than two months from the date of such suspension and the General Meeting shall have full power to decide what further action should be taken in the matter.

27.07 The financial year of the Society shall be from 1 January to 31 December.

28.0 AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Society must be approved by at least a two-thirds majority of members present at a General Meeting of the Society.

29.0 DISSOLUTION

29.01 The Society shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule

29.02 If no quorum is obtained, the proposal to dissolve the Society shall be submitted to a further General Meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Society at least twenty-one days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

29.03 The Society shall be dissolved if the number of members at any time falls to three or below for more than a one year period.

29.04 When the dissolution of the Society has been approved by the members, no further action shall be taken by the Council or any office bearer of the Society in connection with the

aims of the Society other than to get in and liquidate for cash all the assets of the Society. Subject to the payment of all the debts of the Society, the balance thereof shall be distributed in such manner as the members may decide.

30.0 INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and the register of members of the Society shall be available for inspection at the registered office of the Society by any office bearer or member of the Society on giving not less than Fourteen (14) days' notice in writing to the Secretary of the Society.

