2013

Constitution of Kenya Association of Intellectual Property Practitioners (KAIPP)

(KAIPP LOGO)

NAIROBI, KENYA

**THE CONSTITUTION OF KENYA ASSOCIATION OF INTELLECTUAL PROPERTY PRACTITIONERS**

**Chapter 1-Name and Objectives**

**Article 1**

The name of the society shall be KENYA ASSOCIATION OF INTELLECTUAL PROPERTY PRACTINIONERS (KAIPP) in this constitution referred to as “the Association”.

**Article 2**

The aims and objectives of the Association shall include;

1. Promote research and study in intellectual property among members to solve problems related in that area.
2. Inspire and encourage members to write and contribute to material on Intellectual property which shall be published in a quarterly magazine or bulletin.
3. Host symposiums and seminars with intellectual property practitioners from international and domestic circles.
4. Promote exchanges with local and international organizations to share ideas and experiences on intellectual property matters.
5. Nurture and promote professionalism and integrity among Intellectual property law professionals
6. Undertake mentorship programmes to boost grassroots understanding of intellectual property rights.
7. Collaborate and exchange of technologies/ information within Kenya and with the international intellectual property community.
8. Represent the interest of its members working in private and public practice.
9. Provide guidance and knowledge on intellectual property related matters to the public through collaborative initiatives with the public and private sector.
10. The Association shall be non-political professional body.

**Chapter 2-Membership**

**Article 3**

1. Membership shall be open to all Intellectual property law practitioners in academia, the public and private sector, as well as students and individuals interested in advancing the Association objectives.
2. Members shall be over 18 years of age and shall pay membership and registration fees as the Executive Council shall determine
3. Such subscription or membership fee shall be due and payable on or by the last day of January each year.
4. The payment of the prescribed membership fee by a member shall confer upon such member all the privileges of membership of the Association.
5. Any member may withdraw from the Association by signifying his/her wish to do so in writing to the secretary.
6. A member may be expelled from the Association if the Executive Council so recommends and if a General meeting of the Association resolve by a two-thirds majority of the members present that such a member should be expelled on grounds that his conduct has adversely affected the reputation or dignity of the Association, or that he has contravened any of the provisions of the constitution of the Association.
7. Any person who resigns or is removed from membership shall not be entitled to refund of his subscription or any part thereof of any moneys contributed by him at any time.
8. A member who falls into arrears with monthly subscription for more than six months shall automatically cease to be a member of the Association and his\her name shall be struck off the register of members. The Executive Council may, however at its discretion reinstate such a member on payment of the total amount due to the Association.

**Chapter 3- Executive Council and duties of office bearers**

**Article 4**

The Executive Council shall comprise of the following office bearers:

1. Chairperson
2. Vice-Chairperson
3. Secretary
4. Assistant Secretary
5. Treasurer
6. Assistant Treasurer
7. All of whom shall be fully paid up members of the Association elected at the Annual General Meeting of the Association held each year.
8. Office bearers may be removed from office in the same way as is laid down for the expulsion of members and any office bearer who ceases to be a member of the Association shall automatically cease to an office bearer.
9. The office bearers (council members) shall serve for a term of two (2) years and shall be eligible for reelection for another two (2) years provided that the maximum number of terms that an office bearer can serve shall be two (2) terms.

**Chapter 4-The Executive Council**

**Article 5**

The Executive Council referred to as “the Council” shall consist of all Office Bearers and five (5) other Council members elected at the Annual General Meeting in each year and shall hold office for three (3) years.

**Article 6**

The Council shall meet not less than once every three months at such times and places as it may resolve.

**Article 7**

The Council shall be responsible for the management of the Association and all activities in connection thereto

**Article 8**

The quorum for meetings of the Council shall be not less than six (6) members.

**Article 9**

The duties of office bearers are as follows;

**(a) Chairperson** The chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the council and at all general meetings.

**(b) Vice Chairman** The Vice Chairman shall perform any duties of the chairman in his/her absence.

**(c) Secretary** The Secretary shall deal with all the correspondence of the association under the general supervise of the council.

He/she shall issue notices convening all meetings of the Association and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Associations and of the council.

**(d) Assistant Secretary** In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the secretary and such other duties as shall be assigned to him/her by the secretary or council whether the secretary is present or not.

**(e) Treasurer** The Treasurer shall receive and shall also disburse under the directions of the council, all moneys belonging to the Association and shall issue receipts for all moneys received by him/her.

The Treasurer shall be responsible to the council and to the members that all proper books of account and all moneys received and paid by the Association are written up, preserved and available for inspection and audit.

**(f) Assistant Treasurer** The Assistant Treasurer shall perform such duties as may be specifically assigned to him/her by the Treasurer or by the council and in the absence of the Treasurer the Assistant Treasurer shall perform the duties of the Treasurer.

**Chapter 4- Meetings**

**Article 10**

There shall be three classes of Meetings –an Annual General Meeting, Special General Meeting and General Meetings

The Annual General Meeting shall be held annually and the following shall apply;

1. The Annual General Meeting shall be held not later than 10th December every year. Notice in writing for such meeting accompanied by annual statement of account and agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.
2. The agenda for any Annual General Meeting shall consist of the following.
	* 1. Confirmation of the minutes of the previous annual general meeting
		2. Consideration of the accounts
		3. Election of office bearers and committee members in accordance with rule 6(d) and election of trustees where necessary in accordance with rule 10
		4. Such other matter as the committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting
		5. Any other business with the approval of the Chairperson

**Article 11**

A Special General Meeting shall;

1. Be called for any specific purpose by the Council. A notice in writing of such meetings shall be sent to all members not less than 7 days before the date thereof.
2. Be requisitioned for a specific purpose by order in writing to the secretary of not less than 40 per cent of the registered members and such meetings shall be held within 21 days from the date of requisition.

**Article 12**

A General Meeting shall be convened every month to discuss the objectives in accordance with Article 2

**Article 13**

The procedure at any Meeting shall be as follows;

1. At all meetings of the Association, the Chairperson or if absent, the Vice chairperson, or in the absence of both these officers, a member selected by the meeting shall take the chair.
2. The Chairperson may use discretion to limit the number of persons permitted to speak in favor of and against any motion.
3. Resolutions shall be decided by simple voting by a show of hands. In case of a tie, the Chairperson shall have a second casting of votes.
4. The quorum should not be less than a half (½) of the registered members of the Association.

**Chapter 5-Trustees**

**Article 14**

1. All land, buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than three (3) trustees who shall be members of the Association and who shall have been appointed at an Annual General Meeting for a period of three years. On retirement, such trustees shall be eligible for reelection for another term of 3 years. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
2. 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 the trustees to the Executive Council which shall authorize expenditure of such moneys as it thinks fit.

**Chapter 6-Auditors**

**Article 15**

1. An auditor shall be appointed for the following year by the annual general meeting
2. All the Associations accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account receipts and payments and a statement of assets and liabilities made up of a date, which shall not be less than six weeks and not more than three months before the date of the Annual General Meeting. The auditor shall examine such accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Association in what respect they are found to be incorrect, un-vouched or not in accordance with the law.
3. A copy of the auditors’ 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 remuneration for duties as may be resolved by the Annual General Meeting appointing him\her.
4. The auditor shall not be a member or office bearer of the Association.

**Chapter 7-Finances**

**Article 16**

1. The funds of the society may only be used for the following purposes;
2. Office rent, electricity and water bills
3. Telephone, fax, email, Internet and postage charges
4. Traveling and accommodation of society officials on society’s official missions
5. Organizing of society’s general meetings, seminars and workshops
6. Organizing of displays and shows
7. Procurement of Stationery
8. Payment of honorariums for services rendered to advance the Associations objectives.
9. Publicity-advertisement and announcement charges on Radio and print media

**Article 17**

The funds of the Association shall be applied in the following manner;

1. The funds or the Association may only be used for such purpose as the Council may describe as correct and proper, although such purpose must be consistent with the objects of the Association set out in Article 2.
2. All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Association in any bank approved by the Council.
3. A sum not exceeding Ksh.5, 000 may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
4. No payment shall be made out of the bank account without a resolution of the Council authorizing such payments. All cheques on such bank account shall be signed by the Treasurer and the Chairperson or Secretary.
5. The Association shall not make or distribute any dividend, division or bonus in money unto or between its members.
6. The Treasurer shall make a report on the accounts and statements together and a copy 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.
7. 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/her 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 Meetings shall have full power to decide what further action should be taken in the matter.
8. The financial year of the Association shall be from 1st January to 31st December.

**Chapter 8- Amendments**

**Article 18**

Any amendments to the constitution of the Association must be approved by at least 2 /3 majority of the members present at a General Meeting of the Association. Such amendment(s) may however not be implemented without the prior consent in writing or the Registrar obtained upon application to him or her in writing signed by three (3) office bearer as provided under The Societies Act (Cap 180)

**Chapter 9- Dissolution of Association**

**Article 19**

The Association may be dissolved under the following circumstances;

1. By a resolution passed at a general meeting by a vote of two thirds of the members present. The quorum at such meeting shall be as provided for in Article 8(d). Where no such quorum is obtained, the proposal to dissolve the Association shall be submitted to a Special General Meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Association at least fourteen (14) days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
2. Dissolution shall be effected with prior permission in writing and signed by three office bearers made to the Registrar as provided under The Societies Act(Cap 180)
3. When the Registrar has approved the dissolution of the Association, no member or Council member of the Association shall take any further action in connection to the aims of the Association, other than to liquidate for cash all assets of the Association provided that payment of all debts of the Association, distribution of the balance thereof shall be in such a manner as may be resolved by the meeting at which the resolution for dissolution had been passed.

**Chapter 10- Inspection of Accounts and List of Members**

**Article 20**

The Books of Account and all documents relating thereto and a list of members of the Association shall be available for inspection at the registered office of the Association by any officer or member of the Association upon giving not less than seven (7) days notice to the Association.