

CONSTITUTION AND RULES

1. NAME

The name of the society shall be **Association of Real Estate Stakeholders** (in this constitution referred to as the "Society").

2. OBJECTS

2.1 The objects of the Society are:

- a) to provide a forum for discussing issues facing real estate companies involved in sale of property in Kenya;
- b) to set standards for real estate companies involved in sale of property in Kenya with the aim of having effective and ethical business practices;
- c) to lobby for requisite legislation on matters relating to real estate;
- d) to promote efficient and effective processes for purchase, sale or other dealings with property;
- e) to the extent permissible by law, regulate members in the business of sale of property;
- f) to advocate for professional certification in real estate practice;
- g) to create awareness to the public at large on matters concerning real estate;
- h) to provide networking opportunities between the members on matters real estate;
- i) provide a platform for professional development, research and exchange of information among the Society's members;
- j) to protect and spearhead the rights of its members in the real estate industry; and
- k) to contribute towards the members welfare.

3. MEMBERSHIP

- (a) Membership is open to all companies registered in Kenya and are in the business of sale of property.
- (b) The membership fee shall be Kenya Shillings Thirty Thousand Only (Kshs. 30,000/-). The membership fee shall be paid upon approval of the application for membership and before the company is admitted as a member.

- (c) In addition to the membership fee, every member shall pay a monthly subscription of Kenya Shillings Three Thousand (Kshs. 3,000/-) not later than the 10th day of each month.
- (d) Membership in the society shall not be transferable or assignable to any other company.
- (e) Any member desiring to resign from the society shall issue a fourteen (14) days written notice to the secretary expressing such intention.
- (f) Any member desiring to resign from the society shall submit his/her resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.
- (g) Any member may cease to be a member of the Society if they become insolvent or apparently insolvent or makes any arrangement or composition with their creditors generally.
- (h) Any member may be expelled from membership if the committee so recommends and if a general meeting of the society shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that the conduct of the member has adversely affected the reputation or dignity of the society, or that the member has contravened any of the provisions of the constitution of the society. The committee shall have power to suspend a member from membership until the next general meeting of the society following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which the expulsion of the member is to be considered.
- (i) Any member who resigns or is removed from membership shall not be entitled to a refund of the membership fee and subscriptions or any part thereof or any moneys contributed by him/her at any time.
- (j) Any member who falls into arrears in payment of the monthly subscription for more than three (3) months shall automatically cease to be a member of the society and the name of the member shall be struck off the register of members. The committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.

4. OFFICE BEARERS

- (a) The office bearers of the society shall be –
 - (i) The Chairperson
 - (ii) The Vice-Chairperson
 - (iii) The Secretary
 - (iv) The Assistant Secretary
 - (v) The Treasurer
 - (vi) The Coordinator
 - (vii) The Spokesperson
 - (viii) The Discipline Master
 - (ix) Patron

All of whom shall be fully paid-up members of the society and shall be elected at the annual general meeting to be held in each year. (See also rule 6 (b) below).

- (b) All office bearers shall hold office from the date of election until the succeeding annual general meeting subject to the conditions contained in sub-paragraphs (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 society shall automatically cease to be an office bearer thereof.
- (d) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule 3 (h) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

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 any duties of the Chairperson in his/her absence.
- (c) Secretary – the Secretary shall deal with all the correspondence of the society under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, the Secretary shall consult the Chairperson or if the Chairperson is not available, the Vice-Chairperson. The decision reached shall be subject to ratification or otherwise at the next committee meeting. The Secretary shall issue notices convening all meetings of the committee and all general meetings of the society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the society and of the committee.
- (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 the Assistant Secretary by the Secretary or committee whether the Secretary is present or not.
- (e) Treasurer – the Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the society and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The Treasurer is responsible to the committee and to the members that proper books of account of all moneys received and paid by the society are written up, preserved and available for inspection.

- (f) Coordinator- the Coordinator shall be responsible for organizing and overseeing the activities of the Society. Some of the duties of the Coordinator shall include planning of the activities and events of the Society with a view of achieving the objectives of the Society, monitoring progress and resolving issues that may arise.
- (g) Spokesperson- the Spokesperson shall act as a spokesperson of the Society and shall issue statements, answer questions on behalf of the Society, engage with media and generally present a positive profile of the Society as may be approved by the committee.
- (h) Discipline Master- the Discipline Master shall play the role of maintaining a safe, orderly and efficient working environment in the Society, ensure compliance with the Society's rules and regulations, and to promote positive behaviour among the members.
- (i) Patron - the Patron shall have the responsibility of providing guidance and support to the association in identifying long-term goals and objectives, developing strategies to achieve the goals, promoting the association in the industry and other related fields and creating awareness and credibility for the association.

6. THE COMMITTEE

- (a) The committee shall consist of all the office bearers of the Society. 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. The committee shall meet at least once in every three months.
- (b) Any casual vacancies for members of the committee caused by death or resignation shall be filled by the committee and any person so appointed shall hold office until the next annual general meeting of the Society. 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 Society and for that purpose may appoint or engage employees or consultants as the committee shall deem fit.
- (b) The committee shall give directions to the office bearers as to the manner in which, within the law, they shall perform their duties.
- (c) 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.
- (d) All moneys disbursed on behalf of the society shall be authorised by the committee except as specified in rule 12 (d).

- (e) The quorum for meetings of the committee shall be a majority of the members of the committee.

8. GENERAL MEETINGS

- (a) There shall be two classes of general meetings – annual general meetings and special general meetings.
- (b)
 - (i) The annual general meeting shall be held not later than 10th December of each year. Notice in writing of such annual general meetings, accompanied by the annual statement of account (see rule 11 (b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and, where practicable, by press advertisement not less than 14 days before the date of the meeting.
 - (ii) The agenda for any annual general meeting shall consist of the following:
 - (a) Confirmation of the minutes of the previous annual general meeting.
 - (b) Consideration of the accounts.
 - (c) Election of office bearers and the committee members (and trustees where necessary in accordance with rule 10 (c)).
 - (d) Appointment of auditors in accordance with rule 11 (a).
 - (e) Such other matters 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.
 - (f) Any other business with the approval of the Chairperson.
- (c) A special general meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting.
- (f) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than seventy five per cent (75%) of the members and such meetings shall be held within 21 days of the date of the requisition. No matter shall be discussed in the meeting other than that stated in the requisition.
- (g) Quorum for general meetings shall be not less than ten per cent (10%) of the registered members of the Society.

9. PROCEDURE AT MEETINGS

- (a) At all meetings of the Society the Chairperson, or in his/her absence, the Vice-Chairperson, or in the absence of both these officers, a member selected by the meeting shall take the chair.

- (b) The Chairperson may at his/her discretion limit the number of persons permitted to speak in favour of and against any motion.
- (c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairperson shall have a second casting vote.

10. TRUSTEES

- (a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the society shall be vested in the names of not less than three (3) trustees who shall be members of the society and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election. 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.
- (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 the trustees to the committee which shall authorise expenditure of such moneys as it thinks fit.

11. AUDITOR

- (a) An auditor shall be appointed for the following year by the annual general meeting. All the society's accounts, records and documents shall be opened for the inspection of the auditor at any time. The Treasurer shall produce an account of his/her 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 three months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either clarify 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.
- (b) 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 honorarium for his/her duties as may be resolved by the annual general meeting appointing him/her.
- (c) No auditor shall be an office bearer or a member of the committee of the society.

12. FUNDS

- (a) The funds of the society may only be used for the purposes of meeting the objectives of the Society and running the operations of the Society.

- (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 society in any bank or banks approved by the committee.
- (c) No payments shall be made out of the bank account without a resolution of the committee authorising such payment and all cheques on such bank account shall be signed by the Treasurer and two other office bearers of the society who shall be appointed by the committee.
- (d) A sum not exceeding Kshs. 20,000/- may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- (e) The committee 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 meeting shall have full power to decide what further action should be taken in the matter.
- (f) The financial year of the society shall be from 1st January to 31st December.

13. BRANCHES

Branches of the society 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 exception:

- (a) The aims and objects will not include the formation of branches.
- (b) Amendments to the constitution can only be made by the headquarters of the society in accordance with the provisions of rule 14.
- (c) The provisions of rule 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

14. 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. 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 three (3) office bearers.

15. DISSOLUTION

- (a) 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 8 (e). If no quorum is obtained, the proposal to dissolve the society 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 14 days before the date of the meeting. The quorum for this second meeting shall be the numbers 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 of the office bearers.
- (c) When the dissolution of the society has been approved by the Registrar, no further action shall be taken by the committee 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 other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

16. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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