

CONSTITUTION
OF THE
INSTITUTION OF ENGINEERS OF KENYA

The objects and purposes for which the Institution of Engineers of Kenya (hereinafter called "The Institution") is hereby constituted are to promote the general advancement of the science and practice of Engineering and its applications in Kenya and to facilitate the exchange of information and ideas on those subjects amongst the members of the Institution and otherwise and for that purpose:-

- (a) To do all things which the Council of the Institution may think proper, including advising Governments, Public Bodies and other organizations or individuals on matters concerning Engineering.
- (b) To Co-operate with Universities, other Educational Institutions and public Educational Authorities for the furtherance of Education and Training in Engineering Science and Practice.
- (c) To hold meetings of the Institution for reading and discussing communications bearing upon Engineering or the application thereof or upon subjects relating thereto.
- (d) To print, publish, sell, lend or distribute the proceedings or reports of the Institution or any papers, communications, works or treatises on Engineering or its applications or subjects connected therewith.
- (e) To do all other things incidental or conducive to the attainment of the above objects or any of them.

BYE-LAWS
OF THE
INSTITUTION OF ENGINEERS OF KENYA
SECTION 1 – DEFINITIONS

Definitions

- 1.01. "The Institution" means the Institution of Engineers of Kenya
- "Branch" means a Branch of the Institution established under the provisions by Bye-Law.
- "Chapter" means any Chapter of the Institution established under section 17 of the Constitution.
- "East Africa" means members of the East African Community.
- "Overseas" means outside East Africa.
- "The Council" means the Council of the Institution.
- "Code of Practice" denotes a document which details acceptable methods to which the practice of engineering must conform and which is recognized by the Institution.
- "Electronic Ballot" means an election system that allows a voter to record his or her secure and secret ballot electronically.
- "Electronic Balloting" means cast your vote by logging into your account on the Institution's website: www.iekenya.org/my-account.
- "Register " means the register of members of the Institution.
- "Registered address" means the address of a member for the reception of communications as given on the proposal for his election or transfer, or subsequently varied by notice in writing to the Hon. Secretary.
- "Specialist Group" means a Specialist Group of the Institution established under the provisions of section 16 of the Constitution.
- "Year" when occurring in Section 9 of these Bye-Laws means the period from any Annual General Meeting to the next succeeding Annual General Meeting.

SECTION 2 – ORGANISATION

Headquarters of the Institution	2.01	The Headquarters of the Institution shall be located at Nairobi, until otherwise determined by the Council.
Branches		In order to further the aims and objects of the institution the Council may at their discretion set up Branches of the Institution in Kenya for the holding of Meetings, for the reading of papers and for discussions on subjects, or for other activities, failing within the purview of the Institution, and the council shall have power to dissolve any such Branch at any time.
Council may Establish Standing Committees	2.02	In Order to further the aims and objects of the Institution the Council may at their discretion set up Standing Committee to advise the Council on academic and professional standards, membership, training and other such matters
Establishment of a Secretariat	2.03	The Council shall establish a Secretariat to carry out such executive functions as are necessary to allow the Council to discharge its administrative responsibilities.
Appointment of Secretary	2.04	The Council shall appoint a Secretary who shall hold office during the pleasure of the Council and who shall perform such duties as the Council may set forth in the terms of their appointment.
Council may Establish Specialist Section	2.05	<p>In order to further the aims and objects of the Institution the Council may at their discretion establish Specialists Sections of the Institution. Membership of such Specialist Sections shall be open to all members of the Institution who declare that they are interested in the activities of the Section.</p> <p>Each such Specialist Section shall be constituted and its affairs shall be conducted in accordance with regulations made from time to time by the Council under the provisions of Bye-Law 14.02.</p>

SECTION 3 – MEMBERSHIP

Classes of Membership	3.01	<p>The Institution shall consist of:</p> <ul style="list-style-type: none">i) Life Memberii) Honorary Membersiii) Fellowsiv) Membersv) Companionsvi) Associatesvii) Graduatesviii) Students <p>Of the above:</p> <ul style="list-style-type: none">i) Honorary Members who, when elected Honorary Members, were
------------------------------	------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

already Members or Associate Members

- ii) Life Member
- iii) Fellows,
- iv) Members and
- v) Associates

Shall be known as Corporate Members and all others shall be known as Non-Corporate Members.

Member of the Institution

- 3.02 The Members of the Institution shall consist of:-
- a) Those Founder Members who are shown to satisfy the conditions for Membership or as stipulated in Section 4.
 - b) The Members of the Institution who were members at the time of adoption of these Bye-Laws who shall be members of the classes to which they respectively belonged at that time.
 - c) All persons from time to time elected or transferred to any class of Membership in accordance with these Bye-Laws.

Register of Membership

- 3.03 The name and address of every member of the Institution shall be entered on the Register maintained at the Headquarters of the Institution in the appropriate class of Membership, and such other particulars as the Council may from time to time prescribe. Such Register shall be available for inspection by members if requested.

Right of Members not Transferable

- 3.04 The rights and privileges of each member of any class shall be personal to himself, and shall not be transferable or transmissible by his own, or by operation of Law.

Right of a Member Limited to those of his Class of Membership

- 3.05 No Honorary Member not being a Corporate Member, and no Companion, Associate, Graduate or Student shall, be reason of membership of the Institution, be entitled to any rights or privileges other than those which, by these By-Laws attach to the specific class of members of the Institution to which he belongs.

Whenever the term "Member" is herein used without qualification it shall (except where otherwise expressly mentioned) be taken to exclude such Honorary Members as are not Corporate Members Companions, Associates, Graduates and Students.

Member to sign Form A in the Schedule hereto

- 3.06 The Institution may admit hereafter any person who may be qualified and elect as Honorary Member, Life Member, Fellow Member, Companion, Associates, Graduate or Student and such person shall sign the form A contained in the schedule hereto, or such form to the like effect as may from time to time be authorized by the Council.

Visiting Membership

- 3.07 The Council may admit as a visiting member any person who, being a Corporate Member of an Engineering Institution, Institute or Society recognized by the Council is a bona fide visitor to East Africa. He shall take

no part in the Government of the Institution and the period of his visiting membership shall not be extended beyond a maximum of six months in respect of any visit to East Africa.

Temporary Membership

- 3.08 The Council may admit as a temporary member in the appropriate class of membership any person who is a bona fide visitor and who is engaged in Engineering Works in Kenya for a period not exceeding two years. The entrance fee of such a temporary member shall be waived, but he shall pay subscription appropriate to his class of membership and he shall take no part in the Government of the Institution. The period of his Temporary Membership shall not be extended beyond a maximum of two years in respect of any one visit to Kenya.

SECTION 4 – QUALIFICATIONS FOR MEMBERSHIP

Honorary Members

- 4.01 An Honorary Member shall be a person who shall have rendered conspicuous service to the Institution or the profession of Engineering or is eminent in engineering or in public service, who shall be elected by the Council. Every such election shall be announced at the Annual General Meeting of the Institution next following.

The number of Honorary Members shall not at any time exceed ten; and not more than two Honorary Members shall be elected in any one year.

Life Member

- 4.02 Any member shall become a Life Member of the Institution, if:-
a) i) he has been a Corporate Member for at least 10 years and has attained the age of 65 years
ii) is current on the register of EBK
or
b) he has been a Fellow and has attained the age of 65 years.

FELLOWS

- 4.03 Every candidate for election or transfer to the class of Fellow shall satisfy the Council either:
- a) that he
- i) has been a Corporate Member of the Institution for a
 - ii) period of at least seven (7) years
 - iii) has held a position of such responsibility for at least five
 - iv) years in the practice of engineering as in the opinion of
 - v) the Council justifies his election.
 - vi) has provided proven leadership and service of an engineering nature to the society.
 - vii) has rendered distinguished service to the Institution.
 - viii) has held a position of such responsibility for at least

- a. five years in the Science or Practice of Engineering as in
- b. the opinion of the Council justifies his election.
- b) or that he
 - i) has such knowledge of the science or practice of Engineering and has acquired such eminence in his profession that in the opinion of the Council his admission as a member would conduce to the interests of the Institution, and
 - ii) is engaged in the science or practice of Engineering.
- c) is current on the register of Engineers Board of Kenya
- d) Is a Fellow of an Engineering Institution in Eastern Africa that has ratified the Mutual Recognition Agreement as deposited at the EAC offices Arusha.

Member

- 4.04 Every candidate for election or transfer to the class of Member shall satisfy the Council, who may at their discretion call the candidate for interview, that s/he:
- a) has passed or been exempted from the Corporate Membership examinations of an Engineering Institution, Institute or Society approved for the purpose by the Council, or
 - b) has obtained the degree of a Bachelor of Science in Engineering or its equivalent awarded by a University or School of Engineering approved for the purpose by Council, and
 - c) has, subsequent to fulfilling the requirements of sub-clauses (a) and (b) above; had at least three (3) years adequate practical experience in the practice of engineering, engineering research or engineering education, preferably under a Fellow or Corporate Member of the Institution, or under a member of another institution recognized by Council. Provided that at least two years of this period shall be in a position of responsibility. Council may, at their discretion, accept any additional period in a position of responsibility in excess of two years in substitution for two years practical training
 - d) Is registered with Engineers Board of Kenya
 - e) that he has attained the minimum allowable number of points in Continuous Professional Development assessment
 - f) Is a Corporate member of an Engineering Institution in Eastern Africa that has ratified the Mutual Recognition Agreement as deposited at the EAC offices Arusha

Companions

- 4.05 Every candidate for election or transfer to the class of Companion shall satisfy the Council that, not being an engineer by profession, s/he:- either
- a) has rendered important services to engineering in the field of Science, Education, Commerce, Finance or Law, or

- b) is so connected with applications of engineering science that his admission as a Companion would, in the opinion of the Council, conduce to the interests of the Institution.
- Associates** 4.06 Every candidate for election or transfer to the class of Associate shall satisfy the Council that he:-
- is at least 30 years of age; and
 - is not qualified for admission as a Corporate member, and
 - has had at least 10 years' experience in a position of responsibility related to engineering.
- Graduates** 4.07 Every candidate for admission or transfer to the class of Graduate shall satisfy the Council that he:-
- is at least 21 years of age; and
 - holds one of the educational qualifications prescribed in Bye- Law 4.04 (b); and
 - intends in due time to seek Corporate Membership and that the work upon which he is engaged is conducive to this end.
No person shall remain a Graduate **after 10 years in this class or on 31st December** in the year in which he has attained 40 years of age except as provided in Bye-Law 4.09.
 - is registered with Engineers Board of Kenya
- Student** 4.08 Every candidate for election to the class of student shall satisfy the Council that:-
- he is neither under 18 years of age nor, subject to the provisions of Bye-Law 4.09, over 30 years of age; and
 - he is of good education; and
 - he is receiving adequate instruction in the theory of Engineering through a recognized engineering program; and
 - has received or is receiving, or intends to receive adequate practical training as an engineer.
- Alternation of age limits for Graduates** No person shall remain a Student after 31st December in the year in which he has attained 35 years of age, except as provided for in Bye Law 4.09.

Affiliate Firms

- 4.09 a) Membership to this class shall comprise engineering consulting firms, construction firms, institutions of higher learning or engineering organisations / companies which the Council may elect to this Class.
b) Every applicant to this class shall, at the time of application, have in its management at least one engineer who is a Corporate Member or at least five Corporate Members employed by the firm.
- 4.10 The Council may, at their discretion in individual cases increase the upper age limit referred to in Regulations 4.07 and 4.08.

Military Membership

- 4.11 Any person serving in the Armed Forces of the Republic of Kenya may be admitted to any appropriate class of membership of the Institution shall be deemed to be a member provided that a Military member shall pay all entrance fee and thereafter the subscription appropriate to his class of membership as though he were a non-military member.

Classification of Military members

- 4.12 When admitting Military personnel under Bye-law 4.10, the Council shall grade candidates according to Bye-laws 4.01, 4.02, 4.03, 4.04, 4.05, 4.06, 4.07, 4.08.

SECTION 5 – ELECTION AND TRANSFER OF MEMBERS

Election and Transfer of Members by Council

- 5.01 The election of candidates for membership in any class and the transfer of members from one-class to another shall be by the Council.

Proposal of Candidates for Election or Transfer

- 5.02 The Council at its discretion shall deny election to membership or transfer from one class to another or remove from its register, persons proven to have contravened the Code of Professional Conduct of the Institution and/or the Laws of Kenya or any other state.

5.02.1. Candidates for election or transfer shall be proposed and supported from personal knowledge and in writing on a form approved by the Council.

5.02.2. Application for election to membership in any class and the transfer of membership from one class to another shall be submitted on standard forms issued by Council.

The application for transfer to a higher class of membership shall be accompanied by a record of Continuing Professional Development.

5.02.3. Any person desirous of election as a Fellow or transfer to the

class of Fellows shall be proposed by two members who are Fellows and supported by two other Corporate Members.

5.02.4. Any person desirous of election as a Member or transfer to the class of Member shall be proposed by two Corporate Members and supported by two other Corporate Members.

5.02.5. Any candidate desirous of election as a Graduate or transfer to the class of Graduate shall be proposed by two corporate members. Supporters shall not be required.

5.02.6 Any Candidate desirous of election to the class of Student shall be proposed by two Corporate Members. Supporters shall not be required.

For the purpose of this Bye-Law all members of the Council shall be deemed to be Fellows.

Exemptions in respect of signature

5.03 The Council may in exceptional circumstances waive the requirements of By Law 5.02 as regards the required signatures of Corporate Members if a candidate is prevented from obtaining the specified number of sponsors for his application either by reason of his place of residence or any other valid reason beyond his control.

In such a case, the candidate shall assist the Council by submitting the names of suitable persons, preferably engineers, who can vouch for his character qualifications and experience and with whom the Council can communicate.

Proposal for Election or Transfer

5.04 The proposal form shall be forwarded to the Honorary Secretary of the Institution who shall submit it for consideration by the Membership Committee of the Council before submitting it, accompanied by the views of that Committee to the Council who shall determine whether the qualifications of the candidate are in accordance with the Bye-Laws of the Institution.

Admission of Candidates on payment of entrance fee and subscription prescribed

5.05 A candidate elected or transferred shall be admitted a Fellow Member, Member, Companion, Associate, Graduate or Student as the case may be, on payment of such entrance fee or installment thereof, annual subscription or transfer fee as these By-Laws may prescribe. Should payment of such dues not be made within a period of 3 calendar months after the date of notification to the candidate of his election or transfer, such election or transfer may be declared null and void by the Council and the candidate shall be notified accordingly.

A candidate for transfer to another class of membership shall be fully-paid for the class of membership he is transferring from.

The Proposers and Supporters must be fully paid up Members of the Institution.

A candidate elected or admitted as Life Member shall not pay any entrance fee or installment thereof, annual subscription or transfer fee as these By-Laws may prescribe.

Any Corporate Member, Companion or Associate resident Overseas may compound his annual subscription for life by paying five times the appropriate annual subscription.

Until admitted Candidate shall not be entitled to Membership privileges

5.06 Until admitted a candidate shall not be entitled to any of the rights or privileges of membership.

SECTION 6 – ENTRANCE FEES AND ANNUAL SUBSCRIPTION

Entrance Fee payable on Election or Transfer

6.01 6.01. The following entrance fees shall be paid by Fellows Associate, Members, Companions, Associates, Graduates and Students:-

Life Member	Exempted
Fellows	Kshs. 10,000.00
Members	Kshs. 5,000.00
Companions	Kshs. 5,000.00
Associates	Kshs. 5,000.00
Graduates	Kshs. 2,000.00
Students	Kshs. 200.00
Affiliate Firms	Kshs. 50,000.00

Provided that a person transferred from one class to another shall pay an amount equal to the entrance fee of the class to which he has been transferred less any entrance fee previously paid by them.

A Member of any class elected or transferred before the 1st day of July in any year shall pay the Annual Subscription of his new class of Membership for that calendar year. A Member of any class elected or transferred after the 1st day of July in any year shall continue to pay the annual Subscription of his previous class until the next Annual Subscription is due.

Payment of Entrance Fee

6.02 A registration fee equivalent to half of the appropriate entrance fee is to be forwarded to the institution together with the application forms. This money would be non-refundable. However, it would be credited to successful candidates whose other half of the entrance fee would become due on notification of election or transfer.

Town, Country and Overseas Members

6.03 Town members shall be those members whose registered address is within a radius of 30 miles, or such other radius as the Council may approve in any particular case, of the Headquarters of the Institution or of such other place as the Council may decide, Country members shall be those members of the Institution who are resident in Eastern Africa but are not Town members. Those members resident outside East Africa shall be designated Overseas members.

Provided that temporary absence on leave or duty shall not entitle a member to alteration of his designation.

Annual Subscriptions

6.04 **Each member of the Institution shall pay the Annual Subscription set by the Council from time to time and approved at the AGM of the Institution.** The following annual subscriptions shall be payable by members of the Institution:-

Life Member	Exempted
Fellows	Kshs. 10,000.00
Members	Kshs. 5,000.00
Companions	Kshs. 5,000.00
Associates	Kshs. 5,000.00
Graduates	Kshs. 2,000.00
Students	Nil
Affiliate Firms	Kshs. 50,000.00

Any Corporate Member, Companion or Associate whether resident or Overseas may compound his annual subscription by paying even five times the appropriate annual subscription.

Subscriptions due on election and thereafter on the 1st January

6.05 A short message service (sms) and email alert reminder to all members for annual subscriptions shall be sent 3 months before the end of the year. All subscriptions shall become due on election and thereafter on the first day of January of each succeeding year for the year commencing on that day, but a member transferred from one class to another shall not be required to pay the subscription at the full rate it shall cover the remainder of that calendar year as well as the succeeding year.

After all the reminders, annual subscriptions which remain outstanding by 30th June of a particular year shall attract a late-payment penalty of 50% of the Full Annual Subscription for the class of membership.

Subscription for part of year

6.06 A member of any class elected before the first day of July in any year shall pay the annual subscription for that calendar year. A member elected on or **after the 1st day of July in any year shall for that calendar year pay half** such annual subscription, provided that if he be elected in the last two months of any calendar year and elects to pay his first subscription at the full rate it shall cover the remainder of that calendar year as well as the succeeding

year.

Payment of Fees and subscription

6.07 All entrance fees and annual subscriptions shall be payable to the Institution.

6.08 A member of **any class whose annual subscription or installment of entrance fee is more than twelve months in arrears shall not be entitled to attend or take part in any meeting or function of the Institution** that may be held or to receive any notice or publication of the Institution that may be issued before he has paid his dues in full of, until such payment, to exercise any of the rights or privileges of membership, or to vote.

Erasure from the Register

6.09 A member of any class whose annual subscription or installment of entrance fee is two years or more in arrears shall be so notified and in the event of continuing in arrears for three months after such notification he may by resolution of the Council be excluded from the Institution, and he shall thereupon cease to be a member and his name shall be erased from the Register; but such erasure shall not relieve him from his liability for the payment of the arrears of subscription or installments of entrance fee due from him calculated up to the 31st of December preceding his Exclusion.

Remission of entrance fee or subscription

6.10 The council may in any special case, where in their opinion it is desirable to do so, reduce or remit the entrance fee, or annual subscription, or the arrears of annual subscription, of a member of any class.

A member who has retired from active engineering practice, with no employment or income not exceeding Kshs. 60,000 per month on attaining the age of 70 years may apply for remission of annual subscription. Such application will be considered by the Council for partial or full remission of the subscription.

SECTION 7 – RESIGNATION, RE-ADMISSION AND EXPULSION

Resignation

7.01 Any member of any class may retire from the Institution by sending his resignation in writing to the Honorary Secretary, after payment of the subscriptions and entrance fee due from him including that for current year.

A member's name shall be removed from the Register as from the date on which his/her resignation becomes effective **and the Council shall inform the Engineers Board of Kenya of the removal of his/her name from the Register.**

Re-admission

7.02 The Council may re-admit to membership in the class to which he formerly belonged any person whose membership has terminated from any cause provided he satisfies the Council he is worthy of re-admission and pays such amounts in respect of entrance fee and arrears of subscriptions as the Council may determine.

Expulsion 7.03 7.03. The Council by resolution may refuse to continue to receive the subscription of any member who shall have willfully acted in contravention of the By-Laws of the Institution or who in the opinion of the Council, shall have been guilty of such conduct as shall render him unfit to continue to belong to the Institution, and may erase his name from the Register and he shall thereupon cease to be a member of the Institution.

Provided that before taking such action the Council shall afford him the opportunity of appearing before them or of making representations to them in writing.

SECTION 8 – PROFESSIONAL CONDUCT

Conduct of Members 8.01 A member of any class is required so to order his conduct as to uphold the reputation of the Institution.

Conduct of Corporate Members 8.02 Every Corporate Member is required so to order his conduct as to uphold the dignity of his profession and to act, in whatever capacity he may be engaged, in a strictly fiduciary manner towards his clients and employers and towards others with whom his work is connected and towards other members, in a manner consistent with the best interests of the Institution.

Penalty for breach of conduct 8.03 Any alleged breach of By-Laws 8.01 and 8.02 which may be brought before the Council properly vouched for and supported by sufficient evidence, shall be dealt with by the Council, either by expulsion of the offender from the Institution under the procedure of Bye-Law 7.03, as far as it applies, or in such manner as the Council may think fit.

SECTION 9 – THE COUNCIL AND OFFICE BEARERS

Officers 9.01 The officers of the Institution shall be President, two Vice- Presidents, an Honorary Treasurer and an Honorary Secretary.

Constitution of the Council 9.02 The Council shall consist of:-

- i) The President
- ii) 2 Vice- Presidents
- iii) Immediate Past President
- iv) The Hon. Treasurer
- v) The Hon. Secretary
- vi) The Chairpersons of the Branches The Chairpersons of Chapters of the Institution,
- vii) Six Ordinary Members, all of whom shall be Corporate Members of the Institution.
- viii) The Immediate Past President shall be the surviving member who last held such office and who is willing to serve on the Council

And

- ix) The Council may, at their discretion, co-opt. not more than two additional members **bi-annually preferably from Specialist groups or Affiliate Firms.**

A person who has at any time been judged by Council to have contravened Clauses 8.01, 8.02 and 8.03 shall not be eligible for election or co-option to the Council.

Executive Committee

The Executive Committee of the Council shall comprise the following:

- a) The President who shall be the Chairperson
- b) Vice Presidents
- c) The Immediate Past President
- d) The Honorary Treasurer
- e) The Honorary/Executive Secretary who shall be the Secretary of the Committee
- f) The Chairpersons of Council Committees

Any cases of doubt as to eligibility for or retirement from office shall be decided by the Council.

Eminent Fellow Engineers Forum

There shall be a forum of the Institution known as be Eminent Fellow Engineers Forum.

ROLE of the Forum: This shall be the lobbyists of the Institution for its general guidance for improved performance. The forum shall provide Strategic Vision through use of specific skills, knowledge or experience they have to help the Council reach sound decisions.

- To actively contribute to the strategic direction of the Institution by assisting the Council with; setting overall policy, defining goals and setting targets, evaluating performance of variously agreed targets.
- To safeguard the good name and values of the Institution
- To ensure the effective and efficient administration of the Institution through collaboration with the government and other organs
- To ensure the financial stability of the Institution by using previous positions to solicit for sponsorship of IEK events

The Eminent Fellow Engineers Forum shall comprise the following:

- a) Past Chairmen of EBK
- b) The Past Chairmen/Presidents of IEK
- c) Past Registrars of EBK
- d) President, IEK
- e) Vice Presidents, IEK

- f) Honorary Treasurer
- g) Honorary Secretary
- h) Current Council members
- i) Such other Fellows as the Forum may elect

The Forum shall elect a Chair, Vice Chair, Secretary, Vice Secretary from its membership who shall serve for two years

Election of President

9.03 Before each Annual General Meeting which handles Council Election, the President for the ensuing year shall be elected by the Council from those who are or have been Vice-Presidents. Candidates for election to the office of President shall be **Fellows** and shall be elected by members of the Council. In the event of more than one candidate being nominated for the office, a secret ballot of the whole Council shall be held; otherwise the nominated candidate shall be declared duly elected. The President shall hold office for two years except where he assumes office one year before the ensuing term or midway a preceding term, in which case he may hold office for more than the two years, but thereafter he shall not again be eligible for election as President until after four years..

Vice-Presidents

Before each Annual General Meeting which handles Council Elections, the Council may elect not more than two Vice-Presidents from those Corporate Members who are or have been members of Council. They shall hold office for two years and shall be eligible for immediate re-election, but no person shall hold the office of Vice-President for more than four consecutive years or for more than six years in all.

The Honorary Treasurer

9.04 The Honorary Treasurer shall be a Corporate Member, and he shall hold office in that capacity for two years, but shall be eligible for immediate re-election to the same or any other office and to hold simultaneously any other office on the Council for which he is qualified by his class of membership.

The Honorary Secretary

9.05 The Honorary Secretary shall be a Corporate Member. The period of office of the Honorary Secretary shall be two years, and he shall be eligible for immediate re-election to the same or any other office, and to hold simultaneously any other office on the Council for which he is qualified by his class of membership.

Ordinary Members of Council

9.06 The period of office of an ordinary member of Council shall be **two years**, and he shall be eligible for immediate re-election.

Election of Honorary Treasurer Honorary Secretary And Ordinary Members of Council	9.07	Vacancies in the office of Honorary Treasurer, Honorary Secretary and Ordinary Members of Council shall, subject to the provisions of Bye-law 9.10, be balloted for bi-annually by the Corporate Members and Associates of the Institution from the member thereof.
Nominations By Council	9.08	No later than the 31 st day of January in the election year, the Council shall publish a list of duly qualified persons whom they nominate for election to vacancies about to occur in the office of Honorary Treasurer, Honorary Secretary and ordinary members of Council. The Council in selecting their nominees to fill vacancies on the Council each election year, shall follow a procedure which will ensure that as far as possible the distribution of members of the Institution among the broad categories of engineering interests within the Institution appears in corresponding proportion in the constitution of the Council.
Nominations By Members	9.09	Not later than 21 days after the issue of the Council's list any two Corporate Members (but not more than two) may nominate any other Corporate Member to fill any such vacancy by delivering such nomination in writing to the Honorary Secretary together with the written consent of such person to accept office if elected, but each such nominator shall be debarred from nominating more than three persons for the same election.
Ballot for Election to Council	9.10	Not later than the 1 st day of March in each election year or such later date as the Council may approve, the Council shall send to each Fellow, Corporate Member and Associate entitled to vote an electronic ballot or physical ballot paper containing the names of all persons duly nominated to fill the vacancies referred to in Bye-Laws 9.08 and 9.09, stating which persons are nominated by the Council and giving the names of the Corporate Members or Associates by whom every other person (if any) is nominated. In the electronic or physical ballot, each Corporate Member or Associate voting shall delete sufficient names to reduce the number of names on the electronic or physical ballot paper after such election to the number to be elected to the respective offices. The electronic or physical ballot papers shall be returned so as to reach the Honorary Secretary not later than twenty-one days after their issue by the Council.
Appointment of scrutineers	9.11	Not later than the last Council Meeting held prior to the 21 st March of each year, the Council shall choose two or more members to be scrutineers for the purposes of the ballot. The ballot papers shall be delivered unopened by the Honorary Secretary to the scrutineers, who shall open them and

count the votes and report the result to the **Annual General Meeting**.

In the event of the scrutineers being unable to report the election of the prescribed number of persons to fill the vacancies in the Council owing to an equality of votes, they shall submit the names of the candidates having the same number of votes to the President of the Institution who shall determine by his casting vote or votes which of the candidates having such equality of votes shall be elected.

- | | | |
|--------------------------------------------------------------------------------------------------|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Incoming Council to Assume Office Immediately after Annual General Meeting Office Vacated | 9.12 | The names of the officers and members of the ensuing year shall be announced by the President or in his absence by the Chairman of the Meeting at the Annual General Meeting, and they shall assume office immediately after the conclusion of the business of that meeting. |
| | 9.13 | The office of a member of the Council shall ipso facto be vacated:-

a) if he becomes bankrupt or a lunatic, or
b) if by notice in writing to the Institution he resigns from his office, or
c) if he cease to be a member of the Institution. |
| Vacancies may be filled by Council | 9.14 | Vacancies in the offices of President, Honorary Treasurer, Honorary Secretary, and ordinary members of Council other than those arising under Bye-Laws 9.03, 9.04, 9.05, 9.06 may be filled by the Council and name of each person selected shall be announced at the next Ordinary Meeting of the Institution. The Council shall determine the period for which the person shall hold office provided that such period shall not be longer than the vacating member of Council would in the Ordinary Course have retained office, and any period of office so served shall not be taken into account in computing the period of office under the provisions of By-Laws 9.08. |

SECTION 10 – PROCEEDINGS, POWERS AND DUTIES OF THE COUNCIL

- | | | |
|---------------------------------------------------------|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Council to direct the affairs of the Institution | 10.01 | The Council shall manage the property and affairs of the Institution in accordance with the Constitution and Bye-Laws from time to time in force, and may exercise all such powers of the Institution as are not required by the Bye-Laws to be exercised by a General Meeting of the Institution. |
| Council Meeting | 10.02 | The Council shall meet as often as the business of the Institution may require and in any event not less than once every three months , Meetings shall be held at the Headquarters of the Institution or such other place as the President may decide. At every meeting of the Council, seven(7) members entitled to vote shall constitute a quorum, and all matters shall be decided by a majority, except as otherwise herein provided for. |

The Honorary Secretary shall, on the request of the President or any Vice-President or any members of the Council, convene a meeting of the Council.

It shall be prudent for the Council to seek by post or electronic mail the views of its members on any matters including those concerned with applications for membership of the Institution.

For the purpose of this Bye-Law a substitute or alternate of a member of Council shall be deemed to be a member of Council.

- | | | |
|-------------------------------------------------|-------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Notice of Meeting | 10.03 | At least fourteen days notice by electronic mail or in writing shall normally be given of each meeting of the Council and the nature of the business to be considered thereat shall be stated in the notice. |
| Voting at Meetings of Council | 10.04 | At any meeting of the Council each member of Council present shall have one vote, save that of the Past President only the three who have last held the office of President, and are resident in East Africa, and any other Past President who is at the time serving on any such Committee or Committees of the Council as the Council shall from time to time determine, shall be competent to vote. The President shall have a casting vote. The President may direct, or any two members present may demand, that the voting shall be by a secret ballot. |
| Chairman of Meetings of Council | 10.05 | At each meeting of the Council the chair shall be taken by the President or in his absence a Vice-President or, in the absence of all of them, a member of Council elected by the members present. |
| Adjournment Of Council Meetings | 10.06 | On the demand of any five members of Council present at any meeting of the Council, any resolution of the Council passed at such meeting shall be adjourned to the next meeting for further consideration, and in such case the resolution shall not become effective unless it be confirmed by a majority at such next meeting.

Provided always that the consideration of such resolution shall not be further adjourned at such next meeting except by a resolution of the Council. |
| Substitute and Alternate Council Members | 10.07 | Any ordinary or ex-officio member of Council may appoint a member of his own class of membership to act as his substitute for a particular meeting of Council which he is unable to attend.

Written notice of each appointment under this Bye-Law shall be given to the Honorary Secretary prior to any such meeting and the substitute or alternate shall have the same right of deliberation and voting as the member of Council appointing him. |
| Council may Appoint Committees | 10.08 | The Council may appoint or dissolve committees chosen from their own body and where special circumstances prevail may include therein one or more members of the Institution. Committees so appointed may be designated Committees of the Council. The Council may also appoint |

committees for special purposes consisting of members of Council and Corporate Members, Companions or Associates and others.

The Council may delegate any of their powers, except those arising under Bye-Law 7.03 to Committees.

The President shall be ex-officio member of all Committees of the Council.

**Council may
Appoint
Representative**

10.09 10.09. Representatives may be appointed for such purposes and with such powers as the Council may determine. Such representatives may be members of the Institution or such persons as the Council may select to further the interests and work of the Institution and their appointment may be cancelled at any time by the Council.

**Patrons of the
Institution**

10.10 The Council shall have power to invite prominent persons to become Patrons of the Institution.

Minutes

10.11 The Council shall cause minutes to be kept of the proceedings of all meetings of the Institution, the Council and the various Committees of Council.

**Appointment
Of Assistant
Secretary and
Other Staff**

10.12 The Council shall have power to appoint an Assistant Secretary and other staff, who shall hold office during the pleasure of the Council, and who shall perform such duties as the Council may set forth in the terms of their appointment.

The Council shall decide from time to time the salaries, wages or remuneration to be paid to the staff of the Institution and the Council shall make such provision for and grant such pensions to them after their retirement from the service of the Institution as the Council may think proper.

**Duties of
Secretary**

10.13 Subject to the direction of the Council, it shall be the duty of the Secretary to conduct the correspondence of the Institution; to attend all meetings of the Institution, and of the Council, and of Committees of the Council; to read all minutes and communications that may be ordered to be read; and to superintend the publication of such papers and publications as the Council may direct. He shall also engage, subject to the approval of the Council, and be responsible for all persons employed as servants of the Institution. He shall conduct the ordinary business of the Institution in accordance with the Constitution and Bye-Laws and the directions of the Council and shall refer to the President or senior Vice-President available any matters of importance or difficulty requiring urgent decisions. The Council may appoint an Assistant Secretary.

Duties of Honorary Treasurer 10.14 The Honorary Treasurer shall be responsible to the Council on matters of collection of subscriptions, entrance fees and any other monies due to the Institution. In collaboration with accountant prepare and pay accounts of expenditure, to administer the funds of the Institution in accordance with the directions of the Council. To present the audited accounts to the Council for inspection and approval.

Members of the Council, its boards and committees and any other members of the Institution co-opted or appointed to any committee, board, or task by Council shall be paid a sitting allowance or reimbursement of expenses incurred at rates set by Council and approved by the Special General Meeting or Annual General Meeting. Annual General Meeting shall have powers to vary these rates from time to time.

SECTION 11 – MEETINGS

Venue of Meetings 11.01 11.01. Meeting of the Institution shall be held at such places and at such times as the Council may appoint.

Meetings 11.02 The Meetings of the Institution shall be as follows:-
a) Ordinary Meetings
b) Annual General Meeting
c) Special General Meeting of Corporate Members and Associates
d) Special General Meetings of Corporate Members
e) Other meetings of the Institution

Ordinary 11.03 Ordinary Meetings shall be held for the reading and discussion of papers on engineering and allied subjects, for lectures and discussions on those subjects, for the display of video, cinematograph or other pictorial representations and for visits to works and other places of engineering interest. Council shall determine the conditions of admission to such meetings, and the manner in which they shall be conducted.

The Ordinary Meetings of the Institution shall be conducted as prescribed by the Council from time to time, and the Council shall determine the conditions of admission to such meetings.

Every member or visitor attending an Ordinary Meeting of the Institution shall write his names and affiliation, in a book or register provided for that purpose, and (if applicable) obtain an admission ticket or docket issued by the Institution.

Annual General Meeting 11.04 The Annual General Meeting shall be held at the Head-quarters of the Institution during the month of April each year or at such other place or time as the Council shall determine.

The business of the Annual General Meeting shall be to receive and deliberate upon the Annual Report of the Council and the Annual Accounts, to receive the announcement of the result of the Annual Election of the Council to appoint the Auditors, to hear the President's address of the incoming President, and with the approval of the Chairman of the meeting to transact any other business of which notice in writing has been given to the Secretary at least seven days before the meeting.

Special General Meeting

11.05 A Special General Meeting of Corporate Members and Associates may be called at any time by the Council for any specific purpose relating to the direction and management of the affairs of the Institution except revoking, altering or amending the Constitution and Bye-Laws of the Institution, and the Council shall call such a meeting on a requisition in writing; at any time, of fifty (50) Corporate Members or Associates, specifying the general nature of the business to be transacted and the motions (if any) to be placed before the meeting.

Provided that in no case shall a Special Meeting be held until thirty (30) days' notice shall have been given to Corporate Members specifying the time, date and place of the meeting and the general nature of the business.

Special General Meeting to Amend the Constitution Or Bye-Laws

11.06 A Special General Meeting of Corporate Members for the purpose of revoking, altering or amending the Constitution and Bye-Laws of the Institution may be called at any time by the Council and the Council shall call such meeting on a requisition in writing, at any time, of fifty (50) Corporate Members specifying the alterations in or amendments of the Constitution and the Bye-Laws suggested by them.

Provided that in no case shall such a Special General Meeting be called until all Corporate Members have been notified by electronic mail of the proposed amendments and their right to a postal vote in accordance with Bye-Law 12.10 and until (30) thirty days have elapsed from the date of notification.

Members may Introduce Visitors

11.07 Every member of any class shall have the privilege of introducing one or more visitors at each Ordinary Meeting of the Institution, by writing his or their names in a book provided for that purpose, or supplying him or them with admission tickets to be obtained from the Honorary Secretary.

The Council may at their discretion limit the number of visitors to be introduced at any meeting.

Other Meetings

11.08 In addition to the Meeting specified in the Bye-Law 11.02, the Council may at their discretion arrange for other meetings to be held for the dissemination of engineering knowledge by means of lectures or cinematograph or other pictorial representations, or for the discussion of Engineering and allied subjects and the reading and discussion of papers

thereon; and the Council shall determine the conditions of admission to such meetings, and the manner in which they shall be conducted.

Notice of annual and Special General Meeting

11.09 Normally at least fourteen (14) days, notice shall be given of all annual and Special General Meetings. The notice shall specify the general nature of the business to be transacted, and no other business shall be transacted at these meetings except such business at an Annual General Meeting of which notice shall have been given as provided in bye-law 11.04.

Accidental Omission to Give notice not To invalidate Meeting

11.10 The accidental omission to send notice of a meeting to or the non receipt of a notice by, any member of any class shall not invalidate the proceedings at the meeting.

SECTION 12 – PROCEEDINGS AT MEETINGS

Quorum

12.01 The quorum at any Annual or Special General Meeting shall be twelve (12) of those persons entitled to be present and vote thereat and no business shall be transacted at any such meeting unless the quorum be present. If a quorum be not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned. The next meeting will be called by notice within 21 days in a place decided by the Council, when numbers present and entitled to vote; whatever their number shall constitute a quorum.

Chairman of Meeting

12.02 The President shall preside at all meetings of the Council and meetings of the Institution at which he is present; in the absence of the President, one of the Vice-President or, if none be present, a member of the Council present shall preside.

Ordinary Meetings to be Conducted as Prescribed by Council

12.03 The Ordinary Meetings of the Institution shall be conducted as prescribed by the Council from time to time, and the Council shall determine the conditions of admission to such meetings.

Questions Relating to be Management of The Institution Not to be discussed at Ordinary Meetings

12.04 At the Ordinary Meetings no question shall be discussed, or motion be made relating to the direction and management of the Institution.

Voting at Annual or Special General Meetings	12.05	Voting at any Annual or Special General Meeting may be either personal or by proxy or, subject to the provisions of Bye Laws 12.10, 12.11 and 12.12 by post.
Voting at Meetings	12.06	<p>The Corporate Members shall alone be competent to vote at the meetings specified in sub-paragraphs (b) and (c) of Bye-Law 11.02 (1), and the Corporate Members alone at the meetings specified in sub-paragraph (d) thereof, subject to Bye-Law 6.08, each person voting shall have one vote.</p> <p>For the purpose of this Bye-Law all members of the Council shall be deemed to be Corporate Members.</p>
President to have casting Vote	12.07	In the case of an equality of votes the President of the meeting shall both on a show of hands and at a poll have a casting vote in addition to his personal vote.
Appointment Of Proxies	12.08	<p>The instrument appointing a proxy shall be in writing under the hand of Appointer or his Attorney, and shall follow as nearly as circumstances admit the form B in that behalf contained in the Schedule hereto.</p> <p>The instrument appointing a proxy and the power of Attorney (if any) under which it is signed shall be delivered to the Honorary Secretary of the Institution not less than forty eight (48) hours before the time for holding the meeting at which the person named in the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six calendar months from its date except on a poll demanded at a meeting in cases where the meeting was originally held within six calendar months or such date.</p> <p>A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received by the Honorary Secretary of the Institution.</p>
Proxies to Be entitled To Vote	12.09	No person shall be appointed a proxy to vote at any meeting who is not entitled in his own right to vote at such meeting.
Postal Voting	12.10	When the votes of member of the Institution not actually present at any Special General Meeting are taken into account by means of voting papers, notice of the Special General Meeting in question containing particulars of the motions to be submitted to the Meeting shall be sent together with a voting paper to each member entitled to be present and to vote, at least twenty-one (21) days before the date of the Special General Meeting.

The member, if he desires to vote at the Special General Meeting, shall record his vote on the voting paper and affix his signature thereto and shall return the voting paper to the Honorary Secretary so that it shall be received by him not later than the date shown thereon.

Counting of Postal Votes 12.11 Not more than three days before the Special General Meeting referred to in Bye-Law 12.10 all the voting papers received by the due date shall be counted in accordance with the directions of the Council.

Provided that if a member who has duly recorded his vote upon a voting paper as aforesaid shall be present at the meeting, such recorded vote may be counted or if the President of the meeting shall so direct, the member shall be entitled to withdraw such recorded vote and to vote at the Special General Meeting, but in no case shall he be entitled to vote twice. The decision of the President upon any question as to the right to vote or the manner of voting or the recording or counting of votes shall be final. At a Special General Meeting the members personally present, whatever their number, shall constitute a quorum.

Motions in a Postal Vote 12.12 No motion other than those as circulated for the purpose of a postal vote and no amendment of any such motion shall be proposed or voted upon at the meeting referred to in Bye-Law 12.10.

SECTION 13 – FINANCIAL PROVISIONS

Monies and Effects 13.01 The money and effects of the Institution shall be controlled by the Council for the use of the Institution in the furtherance of its objects.

Accounts 13.02 The Council shall cause to be kept proper and sufficient accounts of the capital, funds, receipts and expenditure of the Institution, so that the true financial state and condition of the Institution, may at all times be exhibited by such accounts and shall be available to members for scrutiny if required.

Financial Year and Presentation Of Accounts 13.03 The financial year of the Institution shall end on the 31st day of December in each year; and the accounts of the Institution shall be made up each year to that date and, after having been approved by the Council and audited by an Auditor or Auditors, shall together with the Auditors’ report be laid before the Annual General Meeting next following.

Appointment of Auditors 13.04 The appointment, powers and duties of the Auditors shall be regulated as nearly as may be and with the necessary modifications in accordance with the provisions of the appropriate companies’ Act, or with any statutory modification thereof for the time being in force, as if the Institution were a Company Registered under that Act.

Allocation of Funds for 13.05 The Council shall allocate and remit to each Branch such monies as may be fixed under regulations made under the provisions of Bye-Law 14.02 and

Branches such further monies additions thereto as the Council may consider necessary for the efficient administration of such Branch or for the promotion of some special activity.

Council may Authorize the Payment of Expenses of Council Members Attending Meetings, or Representatives 13.06 The income and property of the Institution whencesoever's derived, shall be applied solely towards the promotion of the objects of the Institution as set forth in the Constitution and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus, or otherwise howsoever by way of profit, to the members of the Institution. Provided that nothing herein shall prevent the payment in good faith or reasonable and proper remuneration to any Officer or Servant of the Institution, or to any Member of the Institution, in return for any service actually rendered to the Institution, nor prevent the payment of interest at a rate not exceeding one per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institution but so that no member of the Council of the Institution shall be appointed to any salaried office of the Institution, or any office of the Institution paid by fees, and that no remuneration or other benefit in money or monies worth shall be given by the Institution to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised, or let to the Institution provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electrical lighting, water, cable or telephone company of which a member of the Council or governing body may be member of any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

SECTION 14 – BYE-LAWS, REGULATIONS, ETC.

Alteration of Bye-Laws 14.01 These Bye-Laws or any other Bye-Laws for the time being in force may be added to, revoked, altered or amended only at a Special General Meeting convened for the purpose under the provisions of Bye-Law 11.06.

Such addition, revocation or amendment shall be made only if two thirds or more of the Corporate Members vote at such Special General Meeting in favour thereof.

Power to make Regulation Controlling The Conduct Of Branches And for other Purposes 14.02 The Council may, make regulations, and may from time to time amend or revoke such regulations, for:-
i) the conduct of the affairs of any branch of the Institution established under the provisions of Bye-Law 2.02.
ii) the conduct of the affairs of any special group of the Institution established under the provisions of Bye-Law 2.05; and
iii) any other purpose not in consistent with these Bye-Laws.

Council to Approve local Rules presented By a Branch 14.03 Local Rules proposed by any Branch under the provisions of regulations made under Bye-Law 14.02 shall be presented to Council for approval.

Council's Interpretation Of Bye-Law, Etc, binding 14.04 In case of doubt as to the meaning and import of any portion of the Constitution and these Bye-Laws or any Rules or Regulations made there under, the interpretation of the Council shall be binding upon all members.

SECTION 15 – SAVING AND SUPPLEMENTARY PROVISIONS

Proceedings of Council and Committees and Communications, etc, privileged and confidential 15.01 The proceedings of the Council, its committees and sub-committees and Branches and all communications, correspondence, reports, minutes and other papers and documents relative to the admission or advancement of members or to the suspension or forfeiture re of membership of any member or to other proceedings under Bye-Law 7.03 or 8.03 shall be privileged and confidential.

Publication of Proceedings of Meetings only With consent Of Council 15.02 No report of the proceedings at any meeting of the Institution or Branches shall be made or published except with the previous consent of the Council.

Journal 15.03 The Official organ of the Institution shall be known as the "Journal of the Institution of Engineers of Kenya", and shall be the medium for the dissemination of information regarding the activities of the Institution and for the publication of any matters incidental to the promotion of the objects of the Institution.

The Publication of a paper in the Journal shall entitle the Author or joint Authors to receive ONE complimentary copy of the Journal in which the paper is published.

Publication 15.04 The Council shall arrange for the publication, in the Journal or in any manner which they may deem advisable of such papers, documents and publications as may be considered by the Council to be likely to Advance Engineering knowledge and the objects of the Institution.

Sale of Journal 15.05 The Council may approve the sale of copies of the Journal of the Institution to Members of the Institution or to the public general or specifically at such price or prices as they may prescribe.

Notices 15.06 Any notice may be served upon any member or any communication may be sent by the Council or by the Honorary Secretary of the Institution to him either electronically, personally or by sending it prepaid through the post addressed to such person at his address as registered in the books of the

Institution.

Any notice of communication, of served or sent by post shall be deemed to have been served or delivered on the seventh day following that on which the same is posted; and in proving such service or sending, it shall be sufficient to prove that the notice on communication was properly addressed and posted.

No member of any class, whose registered address is overseas, shall be entitled to any notice or ballot or voting paper, and all proceedings may be had and taken without notice to such person in the same manner as if he had had due notice.

Indemnity 15.07 Each member of the Council shall be accountable in respect of his own acts only, and shall not be accountable for any acts done or authorized to which he shall not have expressly assented; and no member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act matter, or thing done, authorized or suffered by him, being done in good faith for the benefit of the Institution, although in excess of his legal power.

The Members of the Council shall be indemnified out of the funds and properly of the Institution from and against all costs, charges damages and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties or powers imposed upon or given to them by the Constitution or the Bye-Laws of the Institution.

Incorporation Of Kindred Organization 15.08 The Council may upon receipt of a request to that effect from any society with objects kindred to those of the Institution arrange for the Union Alliances, or Incorporation with the Institution of such society with the Institution and may also if they think fit remit or reduce the entrance fees of the members of such Organization at the time of Union, Alliance or Incorporation.

Provided that no such Union, Alliance or Incorporation shall be effective unless it is sanctioned by a Special General Meeting of Corporate Members. This shall be tabled before the AGM for adoption.

SECTION 16 – DISSOLUTION OF INSTITUTION

Procedure and Disposal of Residual assets 16.01 If upon the winding up or dissolution of the Institution there remains after the satisfaction of all debts and liabilities, any properly whatsoever, the same shall not be paid to or distributed among the members of the Institution but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Institution and shall prohibit the distributing of its or their income and property among its or

their members to an extent at least as great as is imposed on the Institution under or by virtue of clause 3.06 hereof, such Institution or Institutions to be determined by the members of the Institution at or before the time of dissolution.

SCHEDULE

FORM A

(Referred to in Bye-Law 3.06)

INSTITUTION OF ENGINEERS OF KENYA

I, the undersigned, agree that, in the event of my election to membership of any class in the Institution of Engineers of Kenya, I will be governed by the Constitution and Bye-Laws of the Institution, as they now are or as they may hereafter be altered; and that I will advance the objects of the Institution as far as shall be in my power.

Provided that, whenever I shall signify in writing to the Honorary Secretary that I am desirous of withdrawing from the Institution I shall after the payment of any arrears which may be due by me at that period be free from this obligation.

As witness my hand this _____ day of _____ 20____

Signature.....

Class of membership in the institution

REGULATIONS

THE INSTITUTION OF ENGINEERS OF KENYA

UNDER THE PROVISIONS

OF

BY-LAW 14.02

FOR

BRANCHES OF THE INSTITUTION

THE INSTITUTION OF ENGINEERS OF KENYA
REGULATIONS FOR THE BRANCHES OF THE INSTITUTION

C O N T E N T S

MEMBERSHIP:

1. Branch Membership
2. Branch Register

ORGANISATION:

3. Areas of Branches
4. Headquarters of Branches

FINANCIAL PROVISIONS:

5. Subscriptions
6. Branch expenses
7. Monies and effects of the Branch
8. Statement of Account
9. Financial year and presentation of Accounts
10. Statement of Account to be submitted to the Honorary Treasurer of the Institution
11. Appointment of Auditors

MANAGEMENT:

12. Branch Committee
13. Tenure of office of Branch Committee
14. Election of Branch Committee
15. Representation on the Council
16. Vacancies in Branch Committee
17. Powers and duties of Branch Committee

18. Meeting of Branch Committee
19. Notice of meeting
20. Voting at Branch Committee meetings
21. Procedure at Branch Committee meetings
22. Adjournment
23. Local Rules
24. Institution matters
25. Records
26. Minutes
27. Duties of Branch Honorary Secretary
28. Duties of Branch Honorary Treasurer
29. Appointment of staff
30. Duties of staff

MEETING:

31. Venue of meetings
32. Meetings
33. Voting at meetings
34. Other meetings
35. Ordinary meetings to be conducted as prescribed by the Branch Committee
36. Questions relating to the management of the Branch or Institution not to be discussed at Ordinary Meetings
37. Members may introduce visitors
38. Branch Annual General Meeting
39. Special General Meeting
40. Proceedings at meetings

MEMBERSHIP:

- Branch Membership** 1. Every member whose registered address is within the area of a Branch shall be deemed to be attached to that Branch.
- Branch Register** 2. A Branch Register of all members attached to the Branch showing their classes of membership and addresses and such other particulars as the Branch Committee may from time to time prescribe, shall be kept at the Headquarters of the Branch.

ORGANIZATION

- Area of Branch** 3. The area of each Branch shall, be determined by the Council.
- Headquarters of Branches** 4. The Headquarters of each Branch, when constituted shall be determined by the Council on the recommendation of the Branch.

FINANCIAL PROVISIONS:

- Subscription** 5. No subscription shall be required from a member of a Branch additional to that payment to the Institution under its Bye-Laws.
- Branch Expenses** 6. The Institution shall bear the ordinary expenses of each Branch and the Council after consultation with the respective Branches, will fix before the beginning of each calendar year a grant for this purpose which shall normally be the maximum limit of expenditure during that year. The Branch Committee (see Regulation 12) will ensure the limit is not exceeded.
- If the expenditure does not reach the amount of the grant, the unexpended balance of the annual grant shall be deducted from the grant made by the Council for the following year.
- Monies and Effects of the Branch** 7. The monies and effects of the Branch shall be applied solely towards the promotion of the objects of the Institution and their disposal or disbursement shall be subject to the restrictions imposed upon the Branch by Bye-Laws 13.01 and 13.05.
- Statement of Account** 8. The Branch Committee shall cause a proper account to be kept of all sums of money received and expended by the Committee and of matters in respect of which such receipts and expenditure take place and of all the effects, credits and liabilities for which the Branch is held responsible by the Institution.
- Financial Year And** 9. The financial year of the Branch shall end on the 31st day of December in each year, and the accounts of the Branch shall be made up each year to that date

presentation

and after having been approved by the Branch Committee and if so desired, audited by an Auditor or Auditors shall be laid before the Annual General Meeting of the Branch next following.

Statement of Account to be Submitted to The Honorary Treasurer of The Institution

10. In cases where an Auditor has been appointed, a true copy of the audited account of the Branch shall be sent to the Honorary Treasurer of the Institution not later than the 28th February following the end of the financial year.

In cases where no Auditor has been appointed, a statement of account as required by Regulation 8 for each financial year shall be sent to the Honorary Treasurer of the Institution not later than the 31st January following the end of the financial year, together with all supporting vouchers and an inventory of the affects of the Branch. Such statement of account shall be then be audited by the Auditors appointed under Bye-Law13.04 together with the Accounts of the Institution.

Appointment Of Auditors

11. Where an Auditor or Auditors are appointed, he or they shall be elected bi-annually at the Annual General Meeting of the Branch and shall Audit the accounts of the Branch, for the financial year ending 31st December and submit his or their report to the Branch Committee not later than the 15th January following.

The appointment, powers and duties of the Auditor or Auditors shall be regulated as nearly as may be and with the necessary modifications in accordance with the provisions of the laws of the country and the provisions of Bye-Law 13.04 shall apply with the necessary changes to the Branch as though it were the Institution.

MANAGEMENT

Branch Committee

12. The affairs of each Branch shall be managed by a Branch Committee constituted as follows:-

A Branch President

At least one Branch Vice-President (but not more than two)

A Branch Honorary Treasurer

A Branch Honorary Secretary

Not less than three or more than six ordinary members of committee.

Not more than two additional members co-opted at its discretion by the Committee whose offices shall be honorary and without remuneration.

Provided that the offices of Branch Honorary Treasurer and Branch Honorary Secretary may be combined.

The President shall be a Corporate Member

The Vice-President shall be a Corporate Member

The Branch Honorary Treasurer, the Branch Honorary Secretary shall be corporate members and **Three of the Ordinary Members may be Graduate Members of the Committee.**

The Co-opted Ordinary Members shall be members of any class.

The past President who last held office and is resident within the area of the Branch and who is willing to serve on the Committee, shall be an ex-officio member of the Committee.

**Assumption
Of office by
Branch
Committee**

13. The Branch Committee shall assume office immediately after the Branch Annual General Meeting at which the result of the ballot for its election is declared and shall remain in office until the conclusion of the next Annual General Meeting of the Branch.

A member of the Branch Committee desiring to resign shall tender his resignation in writing to the Honorary Secretary of the Branch.

A member of the Branch Committee transferred to another Branch or who has otherwise ceased to be attached to the Branch shall cease to hold office.

**Election of
Branch
Committee**

14. (1) When a Branch is first formed, the election of a complete Branch committee shall take place at a Special General Meeting of members of the Institution resident in the area of such Branch and thereafter the election of the Branch Committee shall be in accordance with the provision of Sub-Regulation (2) of this Regulation.

(2) The mode of election of the Branch Committee shall be as nearly as possible the same as the mode of election of the Council of the Institution, shall precede election of Council by twenty one days and shall be subject to the approval of the Council, provided that:-

(a) Before each Annual General Meeting of each Branch, the Chairman and Vice-Chairman for ensuing year shall be elected by the Branch Committee from the members thereof. They shall not hold office in their respective capacities for more than three years succession;

(b) Ordinary members of Committee shall hold office for two years but shall be eligible for immediate re-election to the same or any other office;

(c) The Branch Honorary Secretary and the Branch Honorary Treasurer shall retire bi-annually and each shall be eligible for immediate re-election in his respective office.

(d) the Branch Honorary Secretary and the Branch Honorary Treasurer shall each be eligible to hold simultaneously any other office on the Committee;

(e) on an appropriate date in the later part of each year the Branch Committee shall send to each Corporate Member, Associate and Graduate entitled to vote a list of duly qualified persons nominated by the Branch Committee for election to the vacancies about to occur in the offices of Branch Honorary Treasurer, Branch Honorary Secretary and ordinary members of Committee;

(f) the Branch Committee in selecting its nominees to fill vacancies on the Committee each year shall follow a procedure which will ensure that as far as possible the distribution of members of the Branch among the broad categories of engineering interests within the Branch appears in corresponding proportion in the constitution of the Branch committee;

(g) not later than 21 days after the issue of the Branch Committee's list any two members of the Branch entitled to vote but not more than two) may nominate any other duly qualified person to fill any vacancy which occurs on the Branch Committee by delivering such nomination in writing to the Branch Honorary Secretary, together with the written consent of such person to accept office if elected, but each such nominee shall be debarred from proposing more than three persons for the same election.

(h) the Branch Committee shall thereafter send to each member of the Branch entitled to vote a ballot paper containing the names of all persons duly proposed to fill the vacancies referred to in paragraphs (e) and (g) above, stating which persons are nominated by the Branch Committee and giving the names of the Fellows, Members, Associates or Graduates by whom every other person (if any) is nominated.

(i) in the ballot each Corporate Member, Associate or Graduate voting shall delete sufficient names to reduce the number of names on the ballot paper after such deletion to the number to be elected to the respective offices. The ballot papers shall be returned so as to reach the Branch Honorary Secretary not later than twenty one days after their issue by the Branch Committee and they shall be so marked and returned as may be from time to time determined by the Branch Committee; and

(j) any matters of procedure arising in the election of a Branch Committee other than those dealt with in paragraphs (a) and (i) above, shall be dealt with by the Branch Committee who will follow as nearly as possible the practice applying from time to time to the election of the Council unless any specific variation there from is confirmed by the Council for inclusion in the Rules, of the Branch or, in the absence of any such Rules in the standing procedure adopted by the Branch Committee.

**Representation
On the Council**

15. (a) In accordance with Bye-Laws 9.02 the Branch Chairman and two corporate members, nominated by the Branch Committee, MAY be represented on the Council.

Immediately following the election of the Branch Committee and at the request of the Honorary Secretary of the Institution, THE Branch Honorary Secretary shall send the names of the said ex-official Branch representatives on the Council to the Honorary Secretary of the Institution.

(b) The Council of the Institution if it so wishes may appoint a member to sit on the Branch Committee.

Vacancies in Branch Committee

16. The provisions of Bye-Laws 9.13 and 9.14 shall apply with the necessary changes to Branch Committee as though the members concerned were members of the Council.

Powers and duties of Branch Committee

17. (a) The Branch Committee shall arrange and manage the affairs of the Branch in conformity with the practice of the Institution. The Committee may, as far as it deems expedient, delegate any of the duties falling to it under these Regulations to Sub-Committees, but it shall not so delegate matters delegated to it by the Council under Bye-Law 10.08.

(b) The Council may dissolve any Branch of the Institution if such a Branch is not run in conformity with the aspirations and objectives of the Institution or when the Council is satisfied that such an action is in the best interest of the Institution.

Meetings of Branch Committee

18. The Branch Committee shall meet as often as the business of the Branch may require and in any event not less than once a quarter. Meetings shall be held at the Headquarters of the Branch or such other place as the Chairman may decide.

A special meeting of the Branch Committee may be convened at the will of the President and shall be convened upon the requisition in writing of three members of the Committee.

Notice of meeting

19. At least three days notice in writing shall be given of each ordinary and special meeting of the Branch Committee and the nature of the business to be considered thereat shall be stated in the notice.

Voting at Branch

20. With the exception of students who shall not have voting powers, each member of the Branch Committee shall, irrespective of the capacity or capacities in which he is serving, have one vote and the Chairman shall have a casting vote in addition to his deliberative vote.

Procedure At Branch Committee Meetings

21. At each meeting of the Branch Committee the chair shall be taken by the Chairman or, in his absence, a Vice-Chairman or, in the absence of all of them, member of the Branch Committee elected by the members present.

At every meeting of the Branch Committee four members shall be constitute a quorum and all matters shall be decided by a majority.

- Adjournment Of Branch Committee Meetings.** 22. On the demand of any five members of the Branch Committee present at any meeting of such Committee, any resolution of the Branch Committee passed at such meeting shall be adjourned to the next meeting for further consideration and in such case the resolution shall not become effective unless it be confirmed by a majority at such next meeting.
- Provided always that the consideration of such resolution shall not be further adjourned at such next meeting except by a resolution of the Branch Committee.
- Local Rules** 23. Each Branch shall be at liberty to prescribe its own local Rules and to amend or revoke them, subject to confirmation by the Council in accordance with Bye-Law 14.03.
- Institution Matters** 24. A Branch shall not, without the sanction of the Council, do anything which affects the interests of the Institution as a whole or involves questions of Institution policy, such matters being the responsibility of the Council.
- Records** 25. Copies of all documents or papers printed or issued by the Branch Committee shall be forwarded to the Honorary Secretary of the Institution for record by the Institution.
- Minutes** 26. Complete copies of the minutes of all meetings of a Branch and of the Branch Committee shall be forwarded to the Honorary Secretary of the Institution and to the Branch Honorary Secretaries of all other Branches promptly after each meeting.
- Duties of Branch Honorary Secretary** 27. It shall be the duty of the Branch Honorary Secretary under the direction of the Branch Committee to conduct the ordinary business of the Branch in accordance with Bye-Laws, those Regulations and any Rules made under Regulation 23, and on behalf of the Branch Committee to supervise such staff or agents as the Committee may appoint. He shall be required to keep an accurate record of the proceedings of the Branch and of the Branch Committee and forward copies thereof to the Council; to keep a register of the membership of the Branch and to send to the members notices of meetings and such other matters as may be decided by the Committee; to conduct the correspondence of the Branch and to carry out such other duties as may be prescribed in these Regulations or determined by the Branch Committee.
- Duties of Branch Honorary Treasurer** 28. It shall be the duty of the Branch Honorary Treasurer to conduct and record the financial transactions of the Branch. He shall be required to receive and bank on behalf of the Branch all monies paid to the Branch and to issue receipts thereafter; to present to the Branch Committee monthly statements of receipts and payment to seek authority for the payments of accounts and to arrange for the disbursement of monies as directed by the Branch Committee.

Appointment of staff 29. The Branch Committee may, subject to the approval of the Council, appoint or employ such staff or agents as may be deemed necessary for the effective administration of the affairs of the Branch and shall define their duties and determine from time to time their remuneration. The Branch Committee may suspend or terminate the appointment of any person so appointed or employed.

Duties of staff 30. The Branch Committee may direct any person appointed under Regulation 29 to perform such of the duties of the Branch Honorary Secretary and the Branch Honorary Treasurer under their respective supervision and such other duties as it may from time to time determine.

MEETINGS:

Venue of Meetings 31. The meeting of the Branch shall be held at such place and at such times as the Branch Committee may appoint.

Meetings 32. Meetings of the Branch shall be as follows:-

- (a) Ordinary meetings for the reading and discussion of papers on engineering and allied subjects for lectures and discussions on those subjects and for visits to works of engineering interests;
- (b) the branch Annual General Meeting;
- (c) special General Meetings of Corporate Members, Associates and Graduates; and
- (d) special General Meetings of Corporate Members for the purpose of revoking, altering or amending any local Rules of the Branch, subject to approval by the Council, as required by Regulation 23 or of considering and making recommendations to the Council on the revocation, alteration or amendment of any Regulations for the Branch of the institution or Constitution or any Bye-Laws, of the Institution.

Voting at Meetings 33. The Corporate Members and Associates shall alone be competent to vote at the meetings specified in paragraph (b) and (c) of Regulation 32 and the Corporate Members alone at the meetings specified in paragraph (d) thereof. Subject to Bye-Law 6.08, each person voting shall have one vote.

Other Meetings 34. In addition to the Ordinary Meetings specified in Regulation 32 (a), the Branch Committee may at their discretion arrange for other meetings to be held for the dissemination of engineering knowledge by means of Lectures or cinematograph or other pictorial representations, or for the discussion of engineering and allied subjects and the reading and discussion of papers

thereon; and the Branch Committee shall determine the conditions of admission to such meetings and the manner in which they shall be conducted.

Ordinary Meeting to be Conducted as Prescribed by the Branch Committee

35. The ordinary Meetings of the Branch shall be conducted as prescribed by the Branch Committee from time to time and the Branch Committee shall determine the conditions of admission to such meetings.

Questions Relating to the Management of the Branch or Institution not to be discussed at Ordinary Meetings

36. At the Ordinary Meetings no question shall be discussed, or motion be moved, relating to the direction and management of the Branch or of the Institution.

Members may introduce visitors.

37. Every member of any class shall have the privilege of introduction one or more visitors at each Ordinary Meeting of the Branch, by writing his or their names in a book provided for that purpose, or supplying him or them with admission tickets to be obtained from the Branch Honorary Secretary, provided that the Branch Committee may at their discretion limit the number of visitors to be introduced at any meeting.

Branch Annual General Meeting

38. The Annual General Meeting of each Branch shall be held in the month of January, or at such other time as the Branch Committee shall determine. The business of the Branch Annual General Meeting shall be to receive and consider the Report of the Branch Committee and the accounts of the Branch for the past year; to appoint Auditors (if required); to announce the names of the new Committee; to receive the new President's address; and (with the approval of the Branch Committee) to transact any other business of which notice in writing shall have been given to the Branch Honorary Secretary at least seven days before such meeting.

Special General Meeting

39. A Special General Meeting of Corporate Members Associates and Graduates of the Branch may be called at any time by the Branch Committee for any specified purpose relating to the direction and management of the affairs of the Branch except the purposes specified in Regulation 32 (d) and the Branch Committee shall call such a meeting on a requisition, in writing, of ten Corporate Members, Associates or Graduates, specifying the general nature of the business to be transacted.

A Special General Meeting of Corporate Members for the purpose of revoking altering or amending any local Rules of the Branch or considering and making recommendations to the Council on the revocation, alteration or amendment

of any Regulations for the Branch of the Institution or the Constitution or any Bye-Laws of the Institution may be called at any time by the Branch Committee and they shall call such a meeting on a requisition in writing, of ten Corporate Members specifying the alterations in or amendment of the Local Rules, Regulations, Bye-Laws or Constitution suggested by them.

Presiding at Meetings

40. The Meeting of the Branch shall be regulated in a similar manner to those of the Institution and for his purpose the provisions of Bye-Laws 12.01 to 12.12 inclusive shall apply with the necessary changes as though the Branch were the Institution and the Branch Committee and its officers and members were the Council and its officers and members.

Provided that the quorum referred to in Bye-Law 12.01 shall not be less than the number stipulated by the Council from time to time.