

CONSTITUTION

1. The name of the society is: Kenya Education Endowment Fund
 2. The purposes of the society are to assist students in Kenya by:
 - i. Providing educational scholarships to students who require financial assistance.
 - ii. Providing educational support materials and services.
 - iii. Providing funds to enhance or build school facilities.
 3. Non Profit Society
Activities and purposes of the Society shall be carried out without intent of gain for its members.
 4. Dissolution of the Society
On dissolution of the Society all charges and expenses properly incurred during dissolution shall be paid first. Any assets remaining shall be distributed to one or more registered charities in British Columbia as determined by the Directors at the time of dissolution.
 5. Paragraphs 3, 4, and 5 of the Constitution are unalterable in accordance with the Society Act of British Columbia.
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BYLAWS (Based on Schedule B of the BC SOCIETY ACT, dated July 13, 2011)

Part 1 — Interpretation

1. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. The words *in writing* imply delivery of the subject correspondence by hand, postal service or electronic means.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

- 4 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 5 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 6 Every member must uphold the constitution and comply with these bylaws.
- 7 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 8 A person ceases to be a member of the society
 - a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.
 - b) on his or her death or, in the case of a corporation, on dissolution,
 - c) on being expelled, or
 - d) on having been a member not in good standing for 12 consecutive months.

- 9 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 10 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 11 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 13 The directors may, when they think fit, convene an extraordinary general meeting.
- 14 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 15 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 16 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 17 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 18 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned until such time as directors can agree upon and give adequate notice of an alternative time, date, and place for a continuation of the meeting.
- 19 Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 20 If at a general meeting
- a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 21 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 22 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 23 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands unless the members at the meeting decide otherwise.
- (3) Voting by proxy is permitted
- a) For those members in good standing, and
 - (a) Must be declared by the proxy holder and verified at the beginning of the meeting.
- 24 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

- 25 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- (3) The Directors shall determine which Office is held by which Director by agreement among themselves.
- 26 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 27 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) An election may be by acclamation, otherwise it must be by ballot.
- 28 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 29 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 30 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 31 A director must not be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 — Proceedings of Directors

- 32 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- (5) The Directors present at a meeting are those present in person plus those participating electronically by telephone or by other means, provided they are able to communicate with each other.
- 33 (1) The directors may delegate any, but not all, of their powers to committees consisting of directors or other persons as they think appropriate.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

- 34 The members of a committee may meet and adjourn as they think proper.
- 35 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 36 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 37 A resolution in writing, signed or approved electronically by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

- 38 The president is the chief executive officer of the society and presides at all meetings of the society and of the directors.
- 39 The vice president must carry out the duties of the president during the president's absence.
- 40 The secretary must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
- 41 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.
- 42 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 26 (2).
- 43 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Seal

- 44 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 45 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

46 The Directors shall have no power to borrow on behalf of the Society except by special resolution agreed to by the members. The Directors shall present to the members the reasons for borrowing, the terms available and the financial and other implications for the Society and its members.

Part 10 — Auditor

47 This Part applies only if the society is required or has resolved to have an auditor.

48 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

49 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

50 An auditor may be removed by ordinary resolution.

51 An auditor must be promptly informed in writing of the auditor's appointment or removal.

52 A director or employee of the society must not be its auditor.

53 The auditor may attend general meetings.

Part 11 — Notices to Members

54 A notice may be given to a member, either personally, or by mail or electronic means sent to the member at the member's registered address.

55 A notice sent by mail is deemed to have been given on the third day following the day on which the notice is posted.

56 A notice sent electronically shall be deemed to have been delivered not later than the second day following the day on which it was sent.

57 (1) Notice of a general meeting must be given to

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Inspection of Documents by Members and Directors

58 Subject to legislation governing freedom of information and protection of privacy:

- (a) the books and records of the society, with the exception of the current and past membership and donation lists (registry) shall be open to inspection by members on reasonable notice but no copies can be made unless authorized by the directors;
- (b) Subject to a resolution of the Directors or any law requiring otherwise, documents of the Society, including its accounting records, must be open to the inspection of a director.

Part 13 — Bylaws

60 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

61 These bylaws must not be altered or added to except by special resolution.
