



**COURIER INDUSTRY ASSOCIATION OF KENYA**

**C/O G4S KENYA LTD, COURIER DIVISION, P. O. BOX**

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**THE CONSTITUTION, RULES AND REGULATIONS**

**SEPTEMBER 2019**



## **1. NAME AND LOGO**

The name of the association shall be COURIER INDUSTRY ASSOCIATION OF KENYA (In this constitution referred to as “the association.”)

The association reserves all the rights and copyright to the name and logo. The name and logo may be used by active and paid up members of the association and may only be reproduced upon approval by the Board.

## **2. OUR MISSION**

To enhance harmony within the courier industry in Kenya by representing collective interests of members, encouraging members to provide world- class quality services and achieve regulatory compliance.

## **3. OBJECTS OF THE ASSOCIATION**

- a) To promote the best interests of the courier industry in Kenya.
- b) To encourage members to achieve regulatory compliance with regard to courier operations and security measures.
- c) To help solve regulatory and trade problems affecting the members collectively.
- d) To participate in and encourage development of educational programs with regard to professional practice in the courier industry.
- e) To define and enforce a code of conduct regulating courier practice by members of the association and facilitate settlement of disputes within the industry.

- f) To create and maintain cooperation, harmony and mutual good will among members by organizing social activities for member participation.
- g) To treat all members with professional respect even when disputes arise and encourage arbitration as a constructive alternative to litigation.
- h) To maintain a high level of honesty and integrity in all relations with each other, customers, county and national government authorities and the general public.
- i) To compile and disseminate relevant statistics/ information and maintain such records as may be of assistance to the members' courier operations.
- j) To maintain the confidentiality of any property and information received regarding members.
- k) To encourage members to focus on employee welfare through reasonable remuneration, health and career development.
- l) To enhance social responsibility by encouraging members to participate and support community activities.

#### **4. MEMBERSHIP**

- i.** Postal and Courier companies making formal applications will be eligible for membership upon meeting the following requirements:
  - a) The applicant must be registered in Kenya under the Companies Act and must complete a membership application form.
  - b) The applicant must be licensed to offer postal/ courier services by the Communications Authority of Kenya
  - c) The applicant must sign acceptance of the constitution and agree to abide by the rules of the association.
  - d) The applicant has paid the joining fee of Ksh. 5,000/= and the annual subscription of Ksh. 20,000/= for year one.

- ii. Annual subscriptions will be payable by 1<sup>st</sup> July of each year and will run till 30<sup>th</sup> June the following year. The subscription year will run in tandem with the regulator's license year.
- iii. Any member who has paid up and updated their annual subscription fee shall be issued with a membership certificate by the association.
- iv. The Board shall have the mandate to decline and/ or reject applications for membership from applicants should they be of the opinion that the applying postal/ courier company does not meet the requirements.
- v. Any member desiring to resign from the association shall submit their resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.
- vi. Any member may be expelled from membership if the Board so recommends and if a general meeting of the association shall resolve by two thirds majority of the members present that such a member should be expelled on grounds of misconduct, negligence of duty, non- payment of annual subscription fees or bankruptcy.
- vii. Any member who resigns or is expelled from membership shall NOT be entitled to a refund of the joining fee and subscription fees or any part thereof or any monies contributed from time to time.
- viii. Any member who falls into arrears with their annual subscription for more than six (6) months ceases to be a member of the association. The Board may however, at its discretion, reinstate such a member upon payment of the total amount of subscription outstanding.

### **Transfer of membership:**

- a) Where a member changes their registered name, membership shall cease after such a change unless the member notifies the Board of the association in writing within one month of the name change.
- b) No transfer of membership shall be considered unless the transferee accepts in writing all the commitments and obligations of the transferor.

## **5. OFFICE BEARERS**

- a) The business of the association shall be managed by a Board of Directors consisting of seven (7) members, with two (2) members representing national operators and two (2) members representing international operators.
- b) The office bearers of the association shall be:
  - i. The chairman,
  - ii. The treasurer,
  - iii. The secretary,
  - iv. Four board members, all of whom shall be fully paid up members of the association and shall be elected at the annual general meeting to be held every two (2) years.
- c) The Board shall be responsible for the management of the association and for that purpose may give directions as to the manner in which, within the law, they shall perform their duties.
- d) Any office bearer who ceases to be a member of the association shall automatically cease to be an office bearer thereof.
- e) The Board shall be empowered to appoint sub- committees as considered necessary for the performance of the association's business. The powers and duties of such sub- committees shall be clearly defined.
- f) The Board shall have power to fill any vacancies caused through death, resignation or temporary absence and co- opt additional members until the next annual general meeting. However, the additional co- opted members shall not have voting rights in the board meetings.
- g) Members of the paid shall be paid all travelling, hotel and other expenses genuinely incurred in attending meetings or in connection with the business of the association.
- h) A resolution in writing signed by the Chairman, treasurer and secretary shall be as valid and effective as if it had been passed at a board meeting duly convened and held.
- i) Office bearers may be removed from office in the same way as members in rule 4 (VI.) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

## **6. DUTIES OF OFFICE BEARERS**

### **a) Chairman**

The chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Board of the association.

In case of his/ her absence, the board members shall appoint a chairperson in acting capacity to preside over the meeting, in which case this shall be stated in the minutes of the meeting.

### **b) Treasurer**

The treasurer shall receive and disburse under the directions of the Board, all monies belonging to the association and shall issue receipts for all monies received by him or into the association's bank account. The treasurer is responsible to the Board and to the members of the association that proper books of accounts are kept and maintained and availed for inspection as and when required.

### **c) Secretary**

The secretary shall handle all correspondence of the association under the general supervision of the Board. In case of urgent matters where the Board cannot be consulted, the Chairperson shall be consulted and if not available, the treasurer shall be consulted.

The secretary shall issue notices convening all meetings of the Board and general meetings of the association and shall be responsible for keeping minutes of all such meetings and keeping records of the association and the Board.

#### **d) Board members**

The board members shall have voting rights and participate in decision making in matters pertaining to the business of the association. One Board member shall be eligible for an acting chairperson's position in a meeting in which the chairperson will be absent.

The association does not intend to form branches in Kenya.

Staff may be appointed by the Board of the association on terms, remuneration and conditions as the Board may deem fit for the roles and responsibilities of the position appointed to.

### **7. GENERAL MEETINGS**

#### **a) Annual general meetings**

- i. The annual general meeting shall be held not later than the 30<sup>th</sup> June each year at a venue and date that they Board may appoint.
- ii. Notice in writing of such meetings shall be sent to all members not later than 21 days before the date of the meetings.
- iii. The notice for the annual general meeting shall be accompanied by the annual statement of accounts
- iv. The agenda of any annual general meeting shall consist of: Confirmation of the minutes of the previous annual general meeting, consideration of the accounts, election of office bearers (in the 2<sup>nd</sup> year of their term), appointment of auditors, such other business as the Board may approve, and any other business with the approval of the Chairperson.

## **b) Special general meeting**

- a) A special general meeting may be called for any specific purpose by the Board. Notice in writing, of such a meeting shall be send to all members not less than 7 days before the date thereof.
- b) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than 4 members and such meetings shall be held within 21 days of the date of the requisition. In such a meeting, no matter shall be discussed other than that stated in the requisition.

## **c) Quorum for general meetings.**

Quorum for general meetings shall not be less than 67% (two- thirds) of the registered members of the association.

## **d) Resolutions.**

Resolutions shall be decided by simple voting by a show of hands. In the case of equal votes, the Chairperson shall have a second or casting vote. Every member shall be entitled to ONE VOTE and on a poll; votes may be given either in person or by proxy.



## **8. TRUSTEES**

- a) The association does not intend to invest in land, buildings and other immovable property or securities. However, such an investment maybe made at a resolution by members in an annual general meeting in which case the investments shall be vested in the names of all the Board members who shall be trustees when in office (for a period of two years.)
- b) All income received from any investment shall be paid to the treasurer and all expenses shall be reported to the Board members who shall authorize expenditure of such monies as it deems fit.

## **9. AUDITOR**

- a) An auditor shall be appointed for the following year by the annual general meeting. All association's accounts, records and documents shall be opened for inspection of the auditor at any time. The auditor shall examine such annual accounts and statements as presented by the treasurer and either clarify that they are correct, duly vouched and in accordance with the law or report to the association in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- b) A copy of the auditor's report on the accounts and statements shall be furnished to the members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his/ her duties as may be resolved by the annual general meeting appointing him/ her.
- c) No auditor shall be an office bearer (Board member.)

## **10.FUNDS**

- a) The funds of the association may be used for the following purposes:
1. Preparation and hosting of Board meetings, the Annual general meeting and Special general meetings.
  2. Organizing training programs and workshops.
  3. Meeting board members expenses when attending meetings on the business of the association.
  4. Administration expenses in running the affair of the association.
  5. Any other purpose as approved by the Board of the association.
- b) All funds shall be received by and paid to the treasurer who shall ensure deposits into the association's bank account.
- c) No payments shall be made without authorization by the Board of the association.
- d) All cheques shall be signed by the Treasurer, the Chairman and/ or the Secretary.
- e) A sum not exceeding Shs. 10,000/= may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- f) The Board shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for the funds of the association and shall have power to appoint a sitting board member in his/ her place. Such suspension shall be reported to a general meeting convened on a date not later than three months from the date of the suspension and the general meeting shall have full power to decide what action should be taken in the matter, provided the action falls within the law.

g) The financial year of the association shall be from 1<sup>st</sup> July to 30<sup>th</sup> June.

## **11. AMENDMENTS TO THE CONSTITUTION**

Amendments to the constitution of the Courier Industry Association of Kenya must be approved by at least two- thirds majority of the members at a general meeting of the association. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

## **12. DISSOLUTION**

- a) The association shall NOT be dissolved except by a resolution passed at a general meeting of members by a vote of two- thirds of the members present. The quorum at the meeting is shown in rule 7 (c.)
- b) No dissolution shall be effected without prior permission in writing of the Registrar obtained upon application to him made in writing and signed by three office bearers.
- c) When the dissolution of the association has been approved by the Registrar, no further action shall be taken by the Board or any member of the association in connection with the objects of the association other than to get in and liquidate for cash all the assets of the association. Subject to the payment of all the debts of the association, the balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.

### **13. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of accounts and all documents relating thereto and a list of the members of the association shall be available for inspection at the registered office of the association by an officer of member of the association on giving not less than seven days notice in writing to the association.