

CONSTITUTION AND RULES OF THE EAST AFRICA NATURAL HISTORY SOCIETY

*General Meeting of (Amended by the Annual 29 April 2008
and approved by the Deputy Registrar of Societies, by letter dated 29th May 2008)*

I. NAME

The Society is called “The East Africa Natural History Society.”

II. OBJECTS

The objects of the Society are:

- (a) the advancement, in Eastern Africa, of the study of natural history,
- (b) the conservation of the natural environment and its biodiversity,
- (c) to establish branches in East Africa as and when necessary,
- (d) to be non-political,
- (e) to acquire any moveable or immovable properties and to dispose of, lease, or otherwise deal with such property for the purposes of the Society’s conservation objectives, and
- (f) to raise money for the furtherance of any of the objects of the Society and to invest and deal with moneys of the Society for the purpose of furthering the objects of the Society.

III. HEADQUARTERS

The Headquarters of the Society are in Nairobi.

IV. MEMBERSHIP

(1) Membership of the Society is open to all persons who support the objects of the Society.

(2) Classes of membership are:

(a) Patrons and Honorary Members

Heads of the East African states, distinguished scientists and such other persons as, in the opinion of the Executive Committee, deserve this distinction. Such members shall not be liable for any fees or subscriptions.

(b) Paying Members

(i) Full Members

Open to all who support the objects of the Society.

(ii) Family Members

Open to anyone who qualifies to be a Full Member and his or her spouse and two of their children under the age of 18.

(iii) Pensioner Members

Open only to any individual living on a pension.

(iv) Youth Members

Open only to any person under the age of 18 or who is a full-time student up to and including University undergraduates.

(v) Institutional Members

Open only to scientific, educational and public institutions and associations.

(vi) Conservation Group Members

Open to individuals who are members of an institutional Member of the Society which is also a Conservation group approved by the Executive Committee.

(vii) Corporate Members

Open to any corporation or institution supporting the objectives of the Society.

(viii) Sponsors

Open to any person who supports the objects of the Society.

(ix) Life Members

Now closed.

V. SUBSCRIPTIONS

(1) The annual or compounded subscription for each class of Membership is determined from time to time by the Society in General Meeting, on the recommendation of the Executive Committee.

(2) Visitors who wish to take part in Society outings and other functions may join as temporary daily members, at a rate to be set by the Society’s Executive Committee.

VI. CESSATION OF MEMBERSHIP

Any Member (except Life Members) whose subscription is two months in arrears may, if the Executive Committee so decides, cease to be a member, after due notice is given.

VII. PRIVILEGES

The privileges of membership are:

- (1) Subject to the relevant regulations and to the production of a valid membership card:
 - (a) Members are entitled to free entry to the National Museums of Kenya (including regional Museums and sites).
 - (b) Members may use the joint EANHS/NMK Library but Youth Members and Conservation Group Members may only use that Library for reference without the right to borrow books.
 - (c) Members may make use of the study collections and work in the laboratories of the National Museums of Kenya on application to the relevant Curator.
 - (d) Members are entitled to admission to Society lectures and field outings.
- (2) The number of membership cards issued to each Corporate or Institutional Member shall be fixed by the Executive Committee from time to time.
- (3) Each Member is entitled to receive such free publications and concessionary rates as the Executive Committee decides from time to time.

VIII. EXECUTIVE COMMITTEE

- (1) The management of the Society and the control of its funds and property shall be vested in an Executive Committee of Thirteen Members, being the Office Bearers and seven paid-up members elected at Annual General Meetings.
- (2) All Office Bearers and Executive Committee Members shall be elected for a term of three years.
- (3) Each Office Bearer shall be elected for a term of three years, with two Office Bearers being elected at each Annual General Meeting, as follows:
 - (b) Chairman and Hon. Librarian in one year
 - (c) Vice-Chairman and Hon. Treasurer in the following year
 - (d) Hon. Secretary and Hon. Editor in the third year
 - (e) and in similar rotation thereafter.
- (4) Each ordinary Member of the Executive Committee shall be elected for a term of three years, with at least two Members being elected at each Annual General Meeting. The two officers who have been longest in office since they were last elected shall retire and, being eligible, may stand for re-election, but as between persons who became Executive Committee Members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (5) All nominations for Office Bearers and Members of the Executive Committee shall be signed by the nominee and two proposers who are paid-up members of the Society, and submitted to the registered Office of the Society at least 21 days before an Annual General Meeting.
- (6) The Executive Committee may fill casual vacancies arising in that Committee.
- (7) The Executive Committee may co-opt other Members. Such co-opted members shall have the right to attend all Executive Committee meetings, but not to vote.
- (8) The quorum for meetings of the Executive Committee is four (excluding co-opted Members).
- (9) The Executive Committee may appoint such sub-committees as it considers necessary, including a Management Sub-Committee, and may delegate any of its functions to any such Sub-Committee.
- (10) The Executive Committee may appoint Committees of the Society to further the objects of the Society subject to such regulations as the Executive Committee may from time to time make.
- (11) The Executive Committee may make and amend By-Laws for the Society subject to the approval of the Society in General Meeting.
- (12) The Executive Committee may engage and dismiss employees and advisers for the Society on such terms as it may from time to time decide.
- (13) The Executive Committee may authorise the investment of the funds of the Society in any manner authorised by law.
- (14) The Executive Committee may co-opt auditors to fill any vacancy that may occur between AGMs.
- (15) The Chief Executive of the Society shall attend meetings of the Executive Committee as an ex-officio member of that Committee.

IX. OFFICE BEARERS

- (1) The Office Bearers are
 - the Chairman
 - the Vice-Chairman
 - the Honorary Secretary
 - the Honorary Treasurer
 - the Honorary Editor
 - the Honorary Librarianelected by the Society at Annual General Meetings.
- (2) If a vacancy occurs in the Chairmanship, the Vice-Chairman shall become Chairman until the next Annual General Meeting.
- (3) In the event of a vacancy in the post, or temporary absence of the Honorary Secretary, Honorary Treasurer, Honorary Librarian or Honorary Editor, the Executive Committee shall elect a substitute to act until the next General Meeting or until the return of the Office Bearer in question.

X. DUTIES OF OFFICE BEARERS

- (1) The Chairman or in his absence the Vice-Chairman takes the chair at all General Meetings of the Society and all meetings of the Executive Committee.
- (2) The Honorary Secretary is responsible for the conduct of the correspondence of the Society and for the recording of the Minutes of General Meetings of the Society and of the Executive Committee. These duties may be delegated as the Executive Committee may determine.
- (3) The Honorary Treasurer is responsible for the funds of the Society, the presentation of proper accounts and the payment, collection and receipt of monies, under the direction of the Executive Committee.
- (4) The Honorary Librarian is responsible for representing the Society in the joint management of the EANHS/NMK Library and matters pertaining thereto, under the direction of the Executive Committee.
- (5) The Honorary Editor is responsible for overseeing the production of the publications of the Society.

XI. TRUSTEES

- (1) All land, buildings and other immovable property and all investment and securities that shall be acquired by the Society shall be vested in the names of not less than three Trustees who shall be members of the Society and shall be appointed at a General Meeting for a period of three years, provided that one Trustee is appointed each year. The Trustees will be drawn from among the office-bearers and members of the Executive Committee elected at an Annual General Meeting (AGM). On retirement, such trustees shall be eligible for re-election. A General Meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death shall be filled at the same or next General Meeting.
- (2) The trustees shall cause all income received from property vested in the trustees to be paid to the Hon. Treasurer. Any expenditure in respect of such property, which in the opinion of the trustees is necessary or desirable, shall be reported by the trustees to the Executive Committee, which shall authorise the expenditure of such moneys as it thinks fit.

XII GENERAL MEETINGS

- (1) Annual General Meetings
 - (a) The Annual General Meeting shall be called by the Executive Committee not later than 31st December of every year, not less than 30 days' notice being given.
 - (b) This meeting shall be for the election of Office Bearers, members of the Executive Committee and Trustees and the Auditors, the submission of accounts and any other matters included in the notice of the meeting or of which due notice has been given as provided in paragraph (c) (vi) below.
 - (c) The Agenda of the Annual General Meeting of the Society should include:
 - (i) Minutes of the previous Annual General Meeting and of any subsequent Special General Meeting to be confirmed and signed by the Chairman
 - (ii) Business arising out of the Minutes to be discussed.
 - (iii) Annual Report.
 - (iv) Financial Report.
 - (v) Matters raised by the Executive Committee.

- (vi) Any Other Business of which due notice in the form of the Resolution to be proposed has been given to the Honorary Secretary, signed by not less than 2 Members, not less than 21 days before the date of the meeting.
 - (vii) Election of Office Bearers and Members of the Executive Committee and Trustees.
 - (viii) Appointment of Auditor.
 - (ix) Report from the Branches where practicable.
- (2) Special General Meetings
- (a) A Special General Meeting may be called by the Executive Committee or at the written request of not less than 10% of those currently paid-up members entitled to vote at a General Meeting.
 - (b) The date of such a Meeting shall be fixed by the Executive Committee and not less than 30 days notice shall be given.
 - (c) Only such business as that for which the meeting has been called shall be discussed.
- (3) Votes at General Meetings
Full, Family, Pensioner, Institutional, Corporate, Sponsor and Life Members are entitled to one vote each. Youth Members and Conservation Group Members have no vote.
- (4) Quorum
- (a) Quorum for Annual General Meetings shall be not less than five percent (5 %) of the members entitled to vote
 - (b) If no quorum is present within 45 minutes of the time for which the meeting is called, the meeting shall be adjourned to the same place and time 14 days later. If no such quorum is present at the adjourned meeting the Members present and eligible to vote shall be a quorum.

XIII. EXPULSION OF MEMBERS

- (1) The Executive Committee may reject an application for membership or expel from the Society any Member who is guilty of conduct which, in the opinion of the Executive Committee, renders that Member unfit to be a Member.
- (2) The intention of the Executive Committee shall, however, be notified to the Member in writing and the Member shall be asked to submit any explanation in writing to the Executive Committee before final action is taken.

XIV. AUDITOR

Auditors of the Accounts of the Society shall be appointed at the Annual General Meeting.

XV. FUNDS

- (1) The financial year of the Society shall be the Calendar year.
- (2) The Chairman shall submit to the Annual General Meeting in each year a report on the activities of the Society for the preceding financial year.
- (3) The Treasurer shall submit an Income and Expenditure Account for the year under review and a Balance Sheet as at the end of that year, both duly audited.
- (4) The Annual Report and the Financial Statements shall be approved by the Executive Committee prior to the Annual General Meeting. The Financial Statement shall be available at headquarters of the Society for inspection by members for at least seven days prior to the date of the Annual General Meeting.
- (5) The funds of the Society shall be used only for the purposes of carrying out the objects and management of the affairs of the Society.

XVI. BRANCHES

Branches of the Society may be formed with the approval of the Committee and Registrar of Societies and they will adopt the same Constitution as that of the headquarters with the following exceptions:

- (a) The aims and objects will not include the formation of branches
- (b) Amendments to the Constitution can only be made by the headquarters of the Society in accordance with the provisions of Rule XX
- (c) The provisions of Rule XXI shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.
- (d) The branches formed in member countries of the East African Community shall bear the following names;
 - (i) "Nature Kenya" in respect of the Kenya Branch of the Society.
 - (ii) "Nature Uganda" in respect of the Uganda Branch of the Society.

- (iii) “Nature Tanzania” in respect of the Tanzania Branch of the Society.

XVII. LIBRARY

The Society shall, as funds permit, maintain jointly with the National Museums of Kenya a reference library of such works as may be necessary for the promotion of the objects of the Society and the Executive Committee shall from time to time make rules for its use by Members.

XVIII. PUBLICATIONS

- (1) A Journal shall be issued either by the Society alone or in conjunction with any other organisation or organisations with similar or complementary objects. It shall contain original papers and such other articles as the Executive Committee may consider it desirable to publish. Members shall be entitled to purchase the Journal at such discounted rates as the Executive Committee shall, from time to time, decide.
- (2) Other publications may be produced by the Society as the Executive Committee may from time to time decide.
- (3) The Executive Committee shall have power to exchange publications with other organisations.

XIX. THE SEAL

- 1) The Trustees shall provide a Common Seal, which shall be represented by an ordinary sized circular impression with the words “THE EAST AFRICA NATURAL HISTORY SOCIETY TRUSTEES REGISTERED” on its outer edge.
- 2) The Seal shall be in the custody of the Secretary of the Society and shall only be used under the authority of a majority of the Trustees.
- 3) The Common Seal shall be affixed on all legal documents pursuant to a resolution of a majority of the Trustees. At least two (2) Trustees and the Secretary of the Society shall attest the affixing of the Common Seal on such legal documents.
- 4) The Common Seal when affixed to any documents and duly authenticated by two (2) Trustees and the Secretary of the Society shall be judicially and officially recognised, and unless and until the contrary is proved, any necessary order or authorisation of the Trustees under this section shall be presumed to have been duly given.

XX. ALTERATION OF CONSTITUTION AND RULES

No alteration in the Constitution and Rules of the Society shall be carried except by a vote of two-thirds of the members present and entitled to vote at a General Meeting. Alterations will not 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.

XXI. DISSOLUTION

- (1) Dissolution shall be effected only by resolution of a General Meeting under the following Rules:
- (2) The Society shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be at least 50% of the Members entitled to vote. If no quorum is obtained, the proposal to dissolve the Society shall be submitted to a further General Meeting which shall be held one month later. Notice of this second meeting shall be given to all members of the Society at least 14 days before the date of the meeting. The quorum for this second meeting shall be 20% of Members eligible to vote.
- (3) If dissolution of the Society is duly approved by a General Meeting, this meeting shall, by a second resolution, authorise the distribution of the assets of the Society to a body having similar objects to those of the Society.
- (4) If and when a dissolution is duly approved a report of dissolution with copies of the resolution and Minutes concerned shall be signed by three Office Bearers and submitted to the Registrar of Societies.
- (5) Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar of Societies, obtained upon application to him made in writing and signed by three of the office bearers.
- (6) When the dissolution of the Society has been approved by the Registrar, no further action shall be taken by the Committee or any office bearer of the Society other than to settle debts and distribute the assets of the Society in such manner as may be resolved by the meeting at which the resolution for dissolution is passed.

XXII. INDEMNITY

Every member of the Executive Committee, and of any other Committee, and every officer and employee of the Society, and any person acting on the lawful directions of any Committee of the Society, shall be indemnified out of the funds of the Society against all damages, costs and expenses awarded against or incurred by any such person as a result of any claim made against him or her personally for anything done or omitted to be done by him or her *bona fide* for the purpose of carrying out any of his or her functions, powers or duties. PROVIDED THAT no payment shall be made under this indemnity unless the person against whom such claim is made:

- (a) Gives notice in writing to the Executive Committee within thirty days of the claim being made against him or her in respect of which he or she proposes to rely on this indemnity; and
- (b) Acts in response to such claim on the directions, if any, reasonably given by the Executive Committee.

XXIII. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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