

THE ACTUARIAL SOCIETY OF KENYA

CONSTITUTION

1. NAME

The name of the Society shall be t h e “THE ACTUARIAL SOCIETY OF KENYA) (hereinafter referred to as “the Society”).

2. OBJECTS

The Objects of the Society are:

- (a) To elevate the status and promote the advancement and best interests of the actuarial profession in Kenya;
- (b) To unite members of the actuarial profession in Kenya into one general body;
- (c) To play an active role in a c t u a r i a l education and training and the development of local actuarial expertise;
- (d) To develop and u p h o l d the highest p r o f e s s i o n a l standards and guidance for its members in relation to the practice of the actuarial profession and secure for them such professional standing as may assist them in the discharge of their duties;
- (e) To promote knowledge and r e s e a r c h i n all matters relevant to actuarial science and its application in Kenya and in the East and Central African region;
- (f) To promote and improve the education of present and future financial consumers and raise public interest issues;
- (g) To consider the actuarial aspects of legislation, existing and proposed, and to take such action as considered desirable;
- (h) To establish links with groups or Societies in a n y part of the world with similar objects to those of the Society;
- (i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

3. MEMBERSHIP

3.1 Persons may be admitted into the Society in one of the following five classes:

(a) STANDARD MEMBER

A person shall be admitted as a standard member if he/she has the following qualifications:

- (i) A degree in Actuarial Science, post graduate qualification in actuarial science or a degree in a related field to actuarial science; and
- (ii) Is following a course of study for professional examination as the Council may approve or prescribe; and
- (iii) His/her application is approved by Council.

(b) ASSOCIATE MEMBER

A person shall be admitted as an Associate member if he/she has the following qualifications:

- (i) He/she is an associate of a professional body recognized by Council;

OR

Has a diploma in actuarial techniques and CA1 ‘Actuarial Risk Management’ or equivalent qualification from a recognized professional body; and

- (ii) Has at least two years of relevant working experience approved by Council; and
- (iii) His/her application is approved by Council.

An Associate member may use after his/her name the initials AASK (Associate of the Actuarial Society of Kenya)

(c) FELLOW MEMBER

A person shall be admitted as a Fellow Member if he/she has the following qualifications;

- (i) He/she is a Fellow of Institute and Faculty of Actuaries or the Canadian Institute of Actuaries or the Society of Actuaries of the United States of America or the Institute of Actuaries of Japan or the Institute of Actuaries of Australia or the Actuarial Society of South Africa or a person recognized as a fully qualified actuary of a Full Member of the International Actuarial Association; and
 - (ii) His/her application is approved by Council.
- Or**
- (iii) He/she is approved as an Honorary Fellow Member of the Actuarial Society of Kenya as per the Bye-Laws and approved Honorary Fellow nomination process.

A Fellow member may use after his/her name the initials FeASK (Fellow of the Actuarial Society of Kenya).

- (d) **“Library members”** comprising persons who have demonstrated to the satisfaction of the Council that they have a serious and substantial interest in actuarial science, but who are not eligible for membership in another class;
- (e) **“Honorary members”** comprising persons who, in the opinion of the Council, has rendered or is able to render valuable assistance in promoting the objects of the Society. Honorary members shall have the privilege of attending meetings of the Society but shall not be entitled to vote at any general or other meeting of the Society.
- (f) **“University Student members”**

A person shall be admitted as a university student member if he/she has the following qualifications:

- (i) Is pursuing a degree in Actuarial Science, post graduate qualification in actuarial science or a degree in a related field to actuarial science; and
- (ii) His/her application is approved by Council

3.2 Any persons eligible for membership of the Society under the aforementioned provisions shall be entitled to become a member in the appropriate class on completion of the membership Application Form and upon payment of the joining fee at the rates determined from time to time by the Council and set out in the Society's bye-laws.

- 3.3 Every member shall pay an annual subscription as stipulated in the Society's Bye-laws from year to year not later than the 28th January of each year.
- 3.4 Any member who falls into arrears with his subscription for more than twelve months shall forthwith cease to be a member and his name shall be struck off the register of members. The Council may, however, at its sole discretion, reinstate such Member on payment of the total amount of subscription outstanding, and any penalty fee as determined by the Council and on such other terms that the Council may determine.

- 3.5 Any member desiring to resign from the Society shall submit his resignation in writing to the Secretary, and the resignation shall be deemed to take effect from the date of receipt by the Secretary of such notice.
- 3.6 A member may be expelled from membership of the Society if the Council so recommends and if a general meeting of the Society shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Society. The Council shall have the power to suspend a member of the Society from membership until the next annual general meeting of the Society following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered.
- 3.7 Any member who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time.
- 3.8 The Secretary shall maintain a register of members containing the names and addresses of all current and past members of the Society and such other records and information relating thereto as the Council shall from time to time determine. The Council shall preserve its records and the records of its committees, with respect to each applicant and member, for such period as the Council may from time to time determine.

4. OFFICE BEARERS

4.1 The office bearers of the Society shall be:

- a) The Chairman
- b) The Vice-Chairman
- c) The Secretary
- d) The Treasurer

all of whom shall be fully paid-up members of the Society and who shall be elected by the Council in accordance with the procedure set out in Clause 12 hereof.

4.2 All office bearers shall hold office for a term of two year from the date of election but subject to the conditions contained in Clauses 4.3 and 4.4 and shall be eligible for re-election.

- 4.3 Any office bearer who ceases for any reason to be a member of the Society shall automatically cease to be an office bearer thereof.
- 4.4 Office bearers may be removed from office in the same way as is laid down for the expulsion of members in Clause 3.6 hereof.

5 DUTIES OF OFFICE BEARERS

- 5.1 **Chairman** - the Chairman, who must be a Fellow Member, shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Council and at all General Meetings and shall represent the Society at all public meetings, seminars and other public functions and perform any other duties determined by the Council.
- 5.2 **Vice-Chairman** – the Vice-Chairman shall perform any duties of the Chairman during the latter's absences or such other duties as may be assigned to him by the Chairman or the Council.
- 5.3 **Secretary** - the Secretary shall, in consultation with the Chairman, deal with all the correspondence of the Society under the general supervision of the Council. In cases of urgent matters where the Council cannot be consulted, he/she shall consult the Chairman and one other Council Member. The decisions reached shall be s u b j e c t to ratification or otherwise at the next Council Meeting. He/she shall issue notices convening all meetings of the Council and all General Meetings of the Society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and of the Council. The Secretary may, with the agreement of the Council, delegate a n y p a r t of his day-to-day duties to an E x e c u t i v e Secretariat appointed under the provisions of this Constitution.
- 5.4 **Treasurer** — the Treasurer shall receive and shall also disburse, under the directions of the Council, all moneys belonging to the Society and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The Treasurer is responsible to the Council and to the members that proper books of account of all moneys received and paid by the Society are written up, preserved and available for inspection.

6. THE COUNCIL

- 6.1 The direction and control of the activities of the Society in pursuit of its objectives, and the management of its affairs generally, shall vest in a Council. The membership of the Council shall consist of the Office Bearers three other members. The heads of working parties shall on appointment automatically become members of the Council.

- 6.2 The C h a i r m a n , office bearers and members of the Council shall be elected bi-annually by the Council to serve for a two-year term. The p r o c e d u r e for electing the Chairman, office b e a r e r s and members of the Council is set out herein. The Chairman shall serve a maximum of 1 term of two years. Members of the Council shall be Fellow members of the society or honorary Fellows.
- 6.3 The Council shall meet at such times and places as it shall resolve but shall meet not less than once in any four-month period.
- 6.4 A Council member shall automatically cease to be a Council member if he/she fails, without worthy cause, of which the Council shall be the sole j u d g e by majority vote, to attend three consecutive meetings of the Council.
- 6.5 Any casual vacancies of members of the Council caused by death, suspension, expulsion or resignation shall be filled by the Council until the next Annual General Meeting of the Society.
- 6.6 The membership of the council shall also constitute of a representative from the financial services regulator who shall be appointed by the Chief Executive of the respective regulator on request from the Chairperson of the council of the Society. The representative must not be a Fellow of the Society but the representative's nomination must be accepted by the council.
- 6.7 A retiring Chairperson shall continue to be a member of the council for the next term of the council in the period following his/her retirement. Subsequent to this, the outgoing chairperson may step down from serving in the Council.

7 POWERS AND DUTIES OF THE COUNCIL

- 7.1 The C o u n c i l shall be responsible for the management of the Society and for that purpose shall give d i r e c t i o n s to the office bearers as to the way they shall perform their duties. In addition to the formation and appointment of members thereto, of such committees as are required to be formed in terms of this Constitution the Council shall have power as it may deem fit to appoint such committees with such powers as the Council shall from time to time determine. Such committees shall make reports and recommendations to the Council upon which such action shall be taken as seems to the Council desirable.
- 7.2 The C o u n c i l may appoint on such terms as it sees fit any person, body of persons or corporate body to be an Executive Secretariat to assist the Council in the running of the day to day affairs of the Society. The powers and duties, obligations, terms of appointment and terms of reference of such Executive Secretariat shall be evidenced in writing in an agreement with the Executive Secretariat which shall also specify the r e m u n e r a t i o n o f the Executive Secretariat.

- 7.3 Each year the Council shall approve a budget for the ensuing twelve months and all disbursements within the approved budget may be approved by the Treasurer jointly with either the Chairman or the Secretary. All disbursements of money on behalf of the Society which are not provided for in the approved budget require the approval of the Council.
- 7.4 The quorum for meetings of the Council shall be five Council Members of whom one must be either the Chairman, the Vice-Chairman or the Secretary.
- 7.5 At all meetings of the Council the votes of most those present and voting shall prevail. The Chairman shall have a casting vote in addition to his deliberative vote in the event of an equality of votes.
- 7.6 Any resolution or decision of the Council may be taken provided that it is evidenced in writing and signed by at least two-thirds of the Council Members in Kenya at the time and a decision so taken and evidenced shall be as valid and binding as if it had been passed at a meeting of the Council.
- 7.7 A document binding the Society shall be executed under hand if it shall be signed jointly by at least two Council Members who have been authorized to execute such document by resolution of the Council passed in accordance with the provisions of sub-Clauses 7.5 and 7.6 hereabove.

8. PROFESSIONAL CONDUCT AND DISCIPLINE

- 8.1 The Council shall issue a guide to professional conduct and prescribe a disciplinary procedure.

9. BYE-LAWS

- 9.1 Subject to this Clause, the Council may make Bye-law, not inconsistent with this Constitution:

- (a) providing for all matters which this Constitution requires or permits to be prescribed; and
- (b) generally, for all matters that are necessary or expedient for achieving the objects of the Society and for the management of its affairs.

and may likewise amend or repeal any such Bye-law.

- 9.2 When the Council has resolved to make, amend or repeal a Bye-law under 9.1, it shall post to all members a copy thereof and the members shall have sixty days from the date of posting in which to object thereto in writing to the Society.

- 9.3 If the making or replacement of a Bye-law under 9.1 is:

- (a) objected to by not less than twenty-five per cent of all members of the Society, the Council may withdraw its resolution or submit the matter for consideration at a general meeting of the Society; or
- (b) not objected to as provided in 9.3 (a), the Bye-law concerned shall be deemed to have been made, amended or repealed as resolved by the Council.

- 9.4 Bye-laws made under this clause shall be binding on the Society and its members as if they were part of the Constitution.

10. GENERAL MEETINGS

- 10.1 There shall be two classes of General Meetings — Annual General Meetings and Special General Meetings.

- 10.2 The Annual General Meeting shall be held not later than June in each year and the following shall apply.

- (a) Notice in writing of such Annual General Meeting, accompanied by the annual statement of accounts and the agenda for the meeting, shall be

sent to all Members not less than twenty-one days before the date of the meeting.

(b) The agenda for any Annual General Meeting shall consist of the following:

(i) Confirmation of the minutes of the previous Annual General Meeting;

(ii) Receiving and consideration of the accounts;

(iii) Report by the Chairman;

(iv) Election of Council members including working party heads where the AGM falls in the period that a Council member's term has expired;

(v) Appointment of an auditor in accordance with clause 16;

(vi) Such other matters as the Council may decide or as to which notice shall have been given in writing by a member or members to the Secretary at least fourteen days before the date of the meeting;

10.3 A Special General Meeting may be called for any specific purpose by the Council. Notice in writing of such meeting shall be sent to all members not less than fourteen days before the date thereof and where practicable by Press advertisement not less than seven days before the date of such meeting.

10.4 A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than one quarter of the members and such meetings shall be held within twenty-one days of the date of the requisition. The notice for such meeting shall be sent to all members not less than fourteen days before the date of such meeting and no other matter shall be discussed other than that stated in the requisition.

10.5 The quorum for General Meetings shall be not less than one half of the fully paid-up registered fellow and associate members of the Society. If there is no quorum thirty minutes after the time appointed for the commencement of the meeting, the meeting shall stand adjourned to the same time and place one week later and at the adjourned meeting those members present, however few, shall constitute a quorum.

11. PROCEDURE AT MEETINGS

- 11.1 At all meetings of the Society the Chairman, or in his absence, the Vice Chairman or in the absence of both these officers, a member elected by the meeting shall take the chair.
- 11.2 The Chairman may at his discretion limit the number of persons permitted to speak in favor of and against any motion.
- 11.3 A Resolution shall be decided by simple voting through a show of hands. In the case of equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote.

12. COMMITTEES

- 12.1 There shall be a Disciplinary Committee and an Appeals Committee. The Council shall prescribe the powers, rules and procedures of both committees. At least one Council member shall be appointed to the Disciplinary Committee and to the Appeals Committee.
- 12.2 The Council may appoint any other Committee or sub-committees and may prescribe their duties, powers, responsibilities and procedures in the manner it deems fit.
- 12.3 Appointment to or removal from the membership of committees shall be approved by the Council.
- 12.4 Each committee shall consist of not less than three members one of whom shall be a Council member.
- 12.5 Committees may with the approval of the Council co-opt additional members.
- 12.6 Each committee shall be presided over by an official to be known as the Convener who will be appointed by the Council.
- 12.7 Absence from three consecutive meetings without notice shall render a committee member liable to exclusion from membership of the committee.
- 12.8 Unless otherwise provided, the quorum for a committee meeting shall be one half plus one of the membership of the committee.
- 12.9 Committees shall hold meetings at such minimum intervals as the Council may decide.

- 12.10 The Council shall define the terms of reference of each committee and the committees shall be bound to act within those terms.
- 12.11 The Council shall have power to assign additional duties to committees.
- 12.12 If the Convener is not present at a committee meeting then the members present shall elect a person from amongst them to preside over the meeting.
- 12.13 Each committee shall appoint a secretary to keep minutes to be kept of all the proceedings at meetings. Each committee shall forward a copy of its minutes to the Council for information.

13. ELECTIONS

- 13.1 The elections of Council Members and office bearers shall be conducted at the same time.
- 13.2 Nominations for candidates for election in terms of 13.1 shall
- (a) be given by two members (five members in the case of nomination for the position of Chairman) and be confirmed by the candidate as of his/her consent to nomination.
- 13.3 No nomination is required in the case of a retiring Chairman who, being eligible, offers himself for re-election. Nominations of new candidates for the office of Chairman must be accompanied by a profile of the candidate in the form specified by the Council.
- 13.4 All proposers, seconders and supporters must be fully paid-up members of the Society in good standing. Each member of the Society may only propose, second or support one candidate for the office of Chairperson.
- 13.5 All nomination must be documented and at the Annual General Meeting.
- 13.7 In the event that only one candidate is validly nominated for each or any of the positions and offices which are the subject of the elections, the Council shall declare the nominated persons to be duly elected to the respective positions and offices and shall present the results for confirmation at the Annual General Meeting.

- 13.8 Each member shall vote for not more than the same number of nominees as the open positions.
- 13.9 Voting shall be conducted by Open Ballot where two thirds of the quorum present at an AGM mandate it so. Otherwise voting shall be conducted by a Secret Ballot.
- 13.10 A member shall cast his/her vote by placing a name in the space provided adjacent position of the nominee selected.
- 13.11 A member who has a proxy vote for another paid up voting member must indicate this at the allocated slot in the voting paper.
- 13.12 The Secretariat shall keep in safe custody all returned Voting Papers unopened for subsequent opening and examination.
- 13.13 In the case of an equality of votes for the office of Chairman, the Council as newly elected shall decide which of the nominees having an equal number of votes should be elected. At the meeting at which that decision is made, if the outgoing Chairman is standing for re-election and is one of the nominees in the tie, he/she shall not be entitled to vote.
- 13.14 As soon as the voting papers have been examined and the results of the elections ascertained, the decision of the Scrutineer shall be final and the Voting Papers shall be closed under the seals of the Scrutineers, and shall be retained by the Secretariat for at least six months after the Annual General Meeting, after which they may be destroyed.
- 13.15 The S c r u t i n e e r shall make and sign a report on the voting results stating the total number of Voting Papers received, total number of spoilt Voting Papers, total number of votes in favour of each candidate and the names of those duly elected, and shall forward the report to the Secretary not later than 24 hours before the time fixed for the Annual General Meeting.
- 13.16 The Scrutineers' report on the elections and the results thereof shall be read by the R e t u r n i n g Officer to and be confirmed by the Annual General Meeting.
- 13.17 The elected Council Members shall commence their terms of office after the confirmation of the report of the Scrutineers by the Annual General Meeting.
- 13.18 The Council shall, every year at a suitable time prior to the Annual General Meeting appoint two Scrutineers one of who shall be the Returning Officer. Candidates for the any of the Council Member positions or offices subject of the election shall not be eligible to become Scrutineers. The S e c r e t a r y shall be an ex-officio member of the panel of Scrutineers. Any subsequent vacancy on the panel of Scrutineers shall be f i l l e d by a Member appointed by the Chairman.

13.19 The Returning Officer and any one of the Scrutineers shall form a quorum.

14. INDEMNIFICATION

14.1 Every office bearer, Council member, or member of the Society and their heirs, executors, personal representatives and administrators, respectively, shall at all times be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses that such officer bearer, Council Member or Member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter, or thing whatsoever made done, or permitted by him in or about the execution of his duties pursuant to the Constitution; and
- (b) from and against all other costs, charges, and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Society

except such costs, charges, or expenses as are occasioned by his own willful neglect or default.

15. TRUSTEES

- 15.1 The Society may with the sanction of the Annual General Meeting appoint a trust corporation or a body of persons to act as Trustee(s) on such terms and conditions as are deemed appropriate by the Council.
- 15.2 All land, buildings and other immovable property and all investments and securities which shall be acquired by the Society shall be vested in the name of the Trustee(s) on behalf of the Society.
- 15.3 The T r u s t e e (s) shall pay all income received from property and investments vested in the Trustee(s) to the Treasurer. Any expenditure in respect of such property and investments which in the opinion of the Trustee(s) is necessary or desirable shall be reported by the Trustee(s) to the Council which shall authorize expenditure of such moneys as it thinks fit.

16. AUDITOR

- 16.1 An auditor, who must be a registered member of the Institute of Certified Public Accountants of Kenya, shall be appointed at each Annual General Meeting. All the Society's accounts, records and documents shall be open to the inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than six months before the date of the Annual General Meeting. The auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Society in what respect they are found to be incorrect, untouched or not in accordance with the law.
- 16.2 A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all Members at the same time as the notice convening the Annual General Meeting is sent out. An auditor may be paid such fees in respect of his duties as may be resolved by the Council.
- 16.4 No Council member or office bearer shall be the auditor of the Society.
- 16.4 The Council may recommend the removal of an auditor and the reasons shall be given to the members at the Annual General Meeting and a vote taken on the removal of the auditor.

17. FUNDS

- 17.1 The funds of the Society may only be used for the purposes of meeting the Society's objectives as determined by the Council.
- 17.2 All moneys and funds shall be received by and paid to the Society and shall be deposited by the Treasurer in the name of the Society in such accounts with any bank or banks as are approved by the Council.
- 17.3 No payments in excess of amounts and for purposes duly authorized from time to time by the Council in budgets approved by Council under set down procedures shall be made out of the Society's bank account without a resolution of the Council authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or another authorized signatory who shall be appointed by the Council and counter-signed by one of two other office bearers of the Society or Council Members who shall be appointed by the Council.
- 17.4 Members of the Council may be reimbursed for all reasonable charges and disbursements incurred by them in the performance of their duties.
- 17.5 A sum not exceeding an amount from time to time to be determined by the Council may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- 17.6 The Council shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and shall have power to appoint another person in his place. Such suspension shall be reported to a General Meeting to be convened on a date not later than two months from the date of such suspension and the General Meeting shall have full power to decide what further action should be taken in the matter.
- 17.7 The financial year of the Society shall be from 1 January to 31 December.

18. AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Society must be approved by at least a two-thirds majority of members present at a General Meeting of the Society.

19. DISSOLUTION

- 19.1 The Society shall not be dissolved except by a resolution passed at a General Meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 10.5. 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 meeting shall be given to all members of the Society at least twenty-one days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- 19.2 The Society shall be dissolved if the number of members at any time falls to three or below for more than a one year period.
- 19.3 When the dissolution of the Society has been approved by the members, no further action shall be taken by the Council or any office bearer of the Society in connection with the aims of the Society other than to get in and liquidate for cash all the assets of the Society. Subject to the payment of all the debts of the Society, the balance thereof shall be distributed in such manner as the members may decide.

20. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and the register of members of the Society shall be available for inspection at the registered office of the Society by any office bearer or member of the Society on giving not less than seven days' notice in writing to the Secretary of the Society.