

**THE INSTITUTION OF SURVEYORS OF KENYA
(ISK)**

PROPOSED NEW CONSTITUTION AND BY-LAWS

JANUARY 2010

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THE CONSTITUTION

ARTICLE I: COMMENCEMENT

This Constitution shall come into effect upon dissolution of the 2009/2010 council during the 41st ISK AGM.

ARTICLE 2: INTERPRETATION

In this Constitution, unless the context requires otherwise:

- (a) 'Surveyor' means a person with the academic qualifications and technical expertise to conduct one, or more, of the following activities:
 - (i) to determine, measure and represent land, three-dimensional objects, point-fields and trajectories;
 - (ii) to assemble and interpret land and geographically related information,
 - (iii) to use that information for the planning and efficient administration of land, the sea and any structures thereon;
 - (iv) to assess the value and the management of property;
 - (v) to plan, measure and manage construction works;
 - (vi) to analyze, interpret and integrate spatial objects and phenomena in GIS, including the visualization and communication of such data in maps, models and mobile digital devices;
 - (vii) to manage, repair and maintain built environments and slum/urban renewal;
 - (viii) to manage housing and infrastructure development projects; and
 - (ix) to conduct research into the above practices and to develop them.

- (b) 'Profession' means the surveying profession

- (c) 'Young surveyor' means any member of the surveying profession who is aged twenty-eight years and below

ARTICLE 3: NAME

The name of the organisation shall be the Institution of Surveyors of Kenya (hereinafter referred to as 'the Institution').

ARTICLE 4: REGISTERED OFFICE AND POSTAL ADDRESS

The registered office of the Institution shall be at Nairobi or any other place as approved by the General Assembly.

ARTICLE 5: NATURE OF ORGANISATION

The Institution is a non-political and non-profit making professional organisation.

ARTICLE 6: OBJECTS

The objects for which the Institution is established are:

- (a) To secure the advancement and facilitate the acquisition of that knowledge which constitutes the profession of a surveyor.
- (b) To promote the general interests of the members of the profession
- (c) To promote ethical performance of the obligations of the members of the profession for the benefit of the public
- (d) To contribute to the development of international and national policies and legal frameworks, strategies and plans in land management in a manner that facilitates sustainable development
- (e) To represent the interests of the members of the profession in relevant local, national, regional and international forums
- (f) To work with and/or promote other local, national, regional and international organisations on matters of mutual interest
- (g) To establish such institutions, institutes or other bodies as may be necessary for the achievement of its objects
- (h) To engage in the provision of such services as may be necessary for the benefit of the members or the sustainability of the Institution
- (i) To conduct such examinations, tests or other assessments as may be necessary to determine an applicant's eligibility for membership.

ARTICLE 7: MEMBERSHIP

- (a) There shall be the following categories of membership in the Institution:
 - (i) Honorary Members
 - (ii) Fellows

- (iii) Full Members
- (iv) Graduate Members
- (v) Technician Members
- (vi) Student Members
- (vii) Affiliate Members

(b) **Honorary Members** shall be persons:

- (i) Of eminence in the arts and sciences or of position or experience whose membership would, in the opinion of the Council, further the aims of the Institution
- (ii) Who are not engaged in practice as surveyors.

(c) **Fellows** shall be Full Members who:

- (i) Have made invaluable contribution to the surveying profession or the Institution
- (ii) Have satisfied such requirements as may be prescribed by the Council
- (iii) Are recommended by the Council to the General Assembly for admission into fellowship.

(d) **Full Members** shall be persons who have:

- (i) Had practical experience in the surveying profession of such a nature and for such period of time as the Council may approve, and
- (ii) Passed such examination(s) approved by the Council for such membership.

(e) **Graduate Members** shall be persons who have:

- (i) A degree in surveying profession from a recognised university or its equivalent or attained such other training as may be approved by the Council, or
- (ii) Passed such examination(s) approved by the Council for such membership.

(f) **Technician Members** shall be persons who have:

- (i) Attained such qualification as may be prescribed by the Council, or

- (ii) Passed such examination(s) approved by Council for such membership.
- (g) **Student Members** shall be persons who are undergoing a full-time course of instruction approved by the Council.
- (h) **Affiliate Members** shall be persons who hold a certificate in the relevant field from an institution recognized by the Council.

ARTICLE 8: EXAMINATIONS

- (a) The Council shall administer such examinations as will be necessary for qualification of the various membership categories.
- (b) Curricular for such examination shall be formulated by each chapter of the Institution and approved by the Council
- (c) The Council may appoint such examiners and officials as it deems necessary for the holding of any examinations for membership of the Institution.

ARTICLE 9: PATRON

- (a) A **Patron** shall be any person of distinction whose membership would, in the opinion of the General Assembly based on a recommendation of the Council, confer honour upon the Institution.
- (b) The General Assembly may revoke the membership of a person as a Patron.

ARTICLE 10: DUES

- (a) All Members shall pay such application fees, annual subscriptions and other dues as the General Assembly may, on the recommendation of the Council, prescribe from time to time.
- (b) Application fees and initial subscriptions shall be paid on application for membership.
- (c) In the event of an application for membership being rejected, only the initial subscription shall be refunded.
- (d) Any member whose subscription is six months in arrears shall cease to

be a member with immediate effect after due notice has been given and not complied with. Such cessation of membership shall be reported to the next meeting of the General Assembly.

- (e) Such member in (d) may be readmitted as per procedures in the by-laws.

ARTICLE 11: CHAPTERS

- (a) There shall be such Chapters within the Institution as the Council may from time to time, with the approval of the General Assembly, determine to represent each of the sections of the surveying profession.
- (b) The creation, splitting, amalgamation or abolishing of a chapter(s) may be recommended by the Council or requisitioned by a chapter or member (s) to the Council.
- (c) In deciding on the merit for (b) above, the Council shall consider;
 - (i) The divergence of the discipline from the existing disciplines in various chapters and its relevance to surveying profession
 - (ii) The prospects for growth of that discipline
 - (iii) The number of members practicing the discipline
 - (iv) Requirements and or qualifications of practitioners of that discipline.
- (d) Each Chapter shall elect its Chair and Secretary and any other official necessary for the proper functioning of the Chapter, at a meeting of the Chapter at which elections have been notified.
- (e) Elections within the Chapter shall follow as appropriate (or *mutatis mutandis*) the provisions of this Constitution and By-laws with relation to elections.

ARTICLE 12: BRANCHES

- (a) Any group of members wishing to form a branch of the Institution shall apply to the Council.
- (b) The Council shall consider the application and make recommendations to the General Assembly which shall determine the establishment of the

Branch.

- (c) A branch shall adopt the Constitution of the Institution and the Constitution shall apply as appropriate (*mutatis mutandis*).
- (d) Each Branch shall elect its Chair and Secretary and any other official necessary for the proper functioning of the Branch, at a meeting of the Branch at which elections have been notified.
- (e) A branch whose establishment has been approved by the General Assembly shall not be so established until approval is obtained from the Registrar of Societies.

ARTICLE 13: RIGHTS AND DUTIES OF MEMBERS

- (a) A member of the Institution shall have the right, in line with this Constitution and By-laws:
 - (i) To take a full and active part in the discussion, formulation and implementation of the policies, programmes and activities of the Institution
 - (ii) To receive and impart information on all aspects of the Institution's policies, programmes and activities
 - (iii) To take part in elections and be elected or appointed to any governance structures of the Institution subject to the provisions of Article 6(i) of this constitution
 - (iv) To make suggestions on the Institution's governance structure, policies, programmes or activities
 - (v) To inspect the premises, financial and other documents, members' roll and systems of the Institution at all reasonable times, subject to any conditions that may be attached to such inspection from time to time.
 - (vi) Full members shall have the right to vote and to be voted for,
 - (vii) Graduate, Technician and Student Members shall have the right to vote in the election of the Young Surveyors Committee.
- (b) A member of the Institution shall have the duty, in line with this Constitution and By-laws:

- (i) To take an active part in the activities of the Institution and his or her Chapter or Branch
- (ii) To attend the meetings of the Institution
- (iii) To take all necessary steps to understand the Constitution and By-laws, policies, programmes and activities of the Institution
- (iv) To observe discipline and behave honestly in his or her conduct as a member, and in the conduct of his or her professional duties
- (v) To pay all the necessary dues
- (vi) Not to engage in any activities which may bring the Institution into disrepute or jeopardise the existence of the Institution.
- (vii) To vote as provided for in clause (a) (vi) and (vii) of this article

ARTICLE 14: DESIGNATIONS

- (a) Every Fellow of the Institution shall be entitled to use after his or her name the initials FISK (that is, Fellow of the Institution of Surveyors of Kenya).
- (b) Every Full Member shall be entitled to use after his or her name the initials MISK (that is, Member of the Institution of Surveyors of Kenya), followed by the approved initials of such member's Chapter.

ARTICLE 15: ORGANS

- (a) The Institution shall have the following organs:
 - (i) The General Assembly
 - (ii) The Council
 - (iii) The Council Committees
 - (iv) The Secretariat.
- (b) The General Assembly may establish such other organs or institutions as it may consider necessary for the proper carrying out of the Institution's mandate.

ARTICLE 16: THE GENERAL ASSEMBLY

- (a) Subject to the provisions in relation to the power to vote, the General Assembly shall be composed of all the members of the Institution, except that the Patron and the Honorary Members may, in their discretion, attend meetings of the General Assembly.
- (b) The General Assembly shall be the supreme governing body of the Institution and shall be responsible for policy formulation and give directions to the other organs of the Institution.

- (c) In particular, and without derogating from the generality of the preceding provision, the General Assembly shall:
- (i) Decide and determine the policy, programme and Constitution and By-laws of the Institution
 - (ii) Receive and discuss the reports of the Council and any other organs of the Institution and review, ratify, alter, rescind or in any other manner deal with, any decision taken by any of these organs or officials of the Institution
 - (iii) Elect the Chair, Deputy Chair and the chairs of the Standing Committees of the Institution. The chairs of the Standing Committees shall be designated as Vice-Chairs of the Institution
 - (iv) Establish any other organs as it may deem fit
 - (v) Assign specific tasks and duties to any of the other organs or officials of the Institution.
- (d) In constituting the membership of any of its organs, the Institution shall strive for gender equality and equity, and appropriate recognition of persons with disability.

ARTICLE 17: THE COUNCIL

- (a) There shall be a Council of the Institution.
- (b) The Council shall be composed of:
- (i) The Chair, who shall be a Full Member of the Institution
 - (ii) Deputy Chair, who shall be a Full Member of the Institution
 - (iii) The Chair of each of the Standing Committees
 - (iv) The Chair and Secretary of each Chapter of the Institution
 - (v) The Chair and Secretary of each of the branches of the Institution
 - (vi) The Chief Executive Officer of the Institution as an ex-officio member, who shall be its Secretary.
- (c) The Chair and Deputy Chair of the Institution and the Chair of each Committee shall be elected by the General Assembly at its Annual General Meeting in respect of which elections have been notified.
- (d) The Chair and Secretary of each Chapter or Branch shall be elected by the respective Chapter or Branch.

- (e) All officials of the Institution shall serve a term of two (2) years and be eligible for re-lection, but shall not serve for more than two (2) terms in the same position.
- (f) The Council may co-opt eligible members to the Council to take the place of elected members of the Council who are, for whatever reason, unable to carry out their duties, or to fill a vacancy in the Council until such time that the General Assembly conducts elections.
- (g) The Council may, in addition, co-opt not more than three (3) eligible members.
- (h) The Council shall be responsible for the overall implementation of decisions of the General Assembly, oversight of the other organs of the Institution and the general management of the affairs of the Institution in between the meetings of the General Assembly and may give directions to the Council Committees and the Secretariat of the Institution as to the manner in which they shall perform their functions.
- (i) The Council shall meet at such times and places as it shall resolve, but shall meet not less than once in every two (2) months.
- (j) The meetings of the Council shall be called by the Chief Executive Officer in consultation with, or on the instructions of, the Chair.
- (k) A meeting of the Council may be requisitioned by 30% of the members of the Council in the event that the Chief Executive Officer or the Chair fail or refuse to call a meeting.
- (l) Decisions of the Council shall be by consensus, provided that in the event that such decision is not possible, voting shall be by secret ballot.
- (m) The quorum for a meeting of the Council shall be one-third (1/3) of the members. The decisions of the meeting shall be by simple majority in the absence of consensus. In the event that there is equality of votes, the person chairing shall have a casting vote.
- (n) The Council may establish such committees as it deems fit to assist it in carrying out its functions.

- (o) Subject to this Constitution and the By-laws, the Council may make its own rules of procedure.
- (p) The Chair, when present, shall preside over all meetings of the General Assembly and the Council and meetings of Committees in which he or she is a member.
- (q) The Deputy Chair shall perform the duties delegated to him or her by the Chair or assigned to him or her by the General Assembly and the Council and deputize for the Chair in the latter's absence.
- (r) The Chair of the Institution shall be the spokesperson of the Institution, provided that such function shall be performed in strict adherence to this Constitution and By-Laws of the Institution and any other conditions that may be imposed by the General Assembly or the Council.

ARTICLE 18: COUNCIL COMMITTEES

- (a) The following shall be the standing Committees of the Institution:
 - (i) The Executive Committee, which shall be responsible for:
 - i. The management of the Institution in between the meetings of the Council
 - ii. The immediate supervision of the Secretariat in the latter's day-to-day performance of the functions of the Institution
 - (ii) The Professional Practice and Ethics Committee, which shall be responsible for:
 - iii. Setting standards for, and discipline of, the members of the Institution
 - iv. Addressing complaints raised against any member or the Institution touching on professional performance
 - v. Writing articles on any issue it feels members need to be advised, educated or cautioned on
 - vi. Arranging professional talks or debates
 - (iii) The Education and Research Committee, which shall be responsible for:
 - vii. Ensuring that members are kept up-to-date on issues of relevance to them and on their roles within the Institution and organizing seminars, luncheons, dinners and other relevant

activities for members

- viii. Organising courses for continuing professional development
 - ix. Out-reach or public awareness
 - x. Development of the Institution's training institute
 - xi. Monitoring the operations of the Institution's training institution
 - xii. Recommending modalities for examinations
 - xiii. Recommending grant of awards or any other recognition by the Institution
- (iv) The Editorial and Public Relations Committee, which shall be responsible for:
- xiv. Publications of the Institution
 - xv. Speaking on behalf of the Institution on matters of public or professional interest
 - xvi. Advocacy and lobbying through any appropriate channel
 - xvii. Mobilising members for participation in the Institution's programmes and activities
 - xviii. Enhancement of local, regional and international linkages
 - xix. Liaison with the government and other stakeholders
- (v) The Finance and Audit Committee, which shall be responsible for:
- xx. Establishing control measures to guide the use of the Institution's resources and ensuring that such controls are adhered to
 - xxi. Ensuring that procurement is done in line with procurement guidelines and sound procurement practice
 - xxii. Conducting internal audit of the Institution
 - xxiii. Ensuring external audit of the Institution
- (vi) The Young Surveyors Committee, which shall be responsible for dealing with any matters relating to young surveyors and in particular:
- xxiv. Act as a liaison between the Council of the Institution, learning institutions and the young members of the Institution
 - xxv. Address any issues concerning young members, including vocational attachments, terms of employment and general social welfare
 - xxvi. Organize fora for, and networking among, young surveyors.

(b) The Chief Executive Officer shall be an ex-officio member of each of the

Committees and shall act as its secretary, provided that he or she may designate a senior member of the Secretariat to deputize in the event that he or she is unable to attend to the duties of the Committee.

- (c) The Chairs of the Committees shall be elected by the General Assembly at the Annual General Meeting in respect of which elections have been notified, provided that no more than one-half (1/2) of the Chairs of the Committees shall come from the same Chapter.
- (d) The Executive Committee shall be composed of the Chair, Deputy Chair and all the Vice-Chairs, except the Vice-Chair who is the Chair of the Young Surveyors Committee.
- (e) The other Standing Committees of the Institution shall be composed of not less than three (3) and not more than seven (7) members who shall be nominated by the Council, provided that in appointing members of the Professional Practice and Ethics Committee, the Council may include persons other than members of the Institution.
- (f) No person shall be a member of more than one Committee except in a non-voting capacity, provided that a member of the Executive Committee may be a member of not more than one other Committee.
- (g) A Committee may co-opt other persons who are members or non-members of the Institution if, in its opinion, such person may assist in the proper performance of its functions.
- (h) The Committees shall meet as and when required. The meetings of the Committees shall be called by the Chief Executive Officer in consultation with, or on the instructions of the Chair of the Committee, provided that the Council may issue instructions for a meeting of any particular Committee to deliberate on a specific matter whereupon the Chief Executive Officer shall issue the necessary notice for such meeting.
- (i) A meeting of any of the Committees may be requisitioned by 30% of the members of the Committee in the event that the Chief Executive Officer or the Chair of the Committee fail or refuse to call a meeting.
- (j) Decisions of the Committees shall be by consensus, provided that in the event that such decision is not possible, voting shall be by secret ballot.

- (k) The quorum for the meetings of the Committees shall be one-half of the members. The decisions of the meetings shall be made by simple majority in the absence of consensus. In the event that there is equality of votes, the person chairing shall have a casting vote.
- (l) Subject to this Constitution and the By-laws, each Committee may make its own rules of procedure.
- (m) The General Assembly may establish any other committees it deems fit.

ARTICLE 19: THE SECRETARIAT

- (a) There shall be a Secretariat of the Institution.
- (b) The Secretariat shall be headed by a Chief Executive Officer recruited competitively by the Council on recommendations of the Executive Committee.
- (c) The Chief Executive Officer shall be assisted by such other staff as may be necessary for the proper functioning of the Institution. Such staff shall be appointed competitively by the Executive Committee, provided that such appointments shall be tabled before the Council for ratification.
- (d) The Secretariat shall be housed in Nairobi, or any such other place as the General Assembly may, on its motion or on the recommendation of the Council, determine.
- (e) The Secretariat shall be responsible for the day-to-day operations and administrative functions of the Institution and shall work in close consultation with the Institution's Committees and under the general direction of the Council.
- (f) In particular, the Secretariat shall be responsible for:
 - (i) Setting up of the Institution's annual calendar in liaison with the Executive Committee
 - (ii) Implementation of the decisions of the General Assembly, the Council and other organs of the Institution
 - (iii) Representing the Institution in its relations with other organizations when called upon to
 - (iv) Maintaining up-to-date database of all the Institution's members and updating the members' roll
 - (v) Keeping and maintaining in an orderly manner all the

- Institution's assets, files and records and ensuring that these are preserved and are available for inspection whenever necessary
- (vi) Proper keeping of books of account of all moneys received and paid by the Institution
 - (vii) Receiving and disbursing, under the direction of the Finance and Audit Committee, all moneys belonging to the Institution
 - (viii) Issuing receipts for all moneys received on behalf of the Institution and preserving vouchers for all moneys paid out
 - (ix) Undertaking bank reconciliations of the Institution's accounts
 - (x) Preparation of financial statements
 - (xi) Making the Institution's annual budget and ensuring its adoption and eventual administration
 - (xii) Dealing with all the correspondence of the Institution in consultation with, or as instructed by, the Chair
 - (xiii) Issuing notices convening meetings of the Institution and keeping minutes of such meetings
 - (xiv) Performing such other duties as may be necessary to ensure the continued performance of the Institution's functions and as may be assigned by the Executive Committee.

(g) In cases of urgent matters where the Council or the Executive Committee cannot be consulted, the Chief Executive Officer shall consult with the Chair, or if he or she is not available, the Deputy-Chair, provided that the decisions reached shall be subject to consideration at the next Council meeting.

(h) The Council may establish such divisions within the Secretariat as it may deem necessary for the efficient performance of the Secretariat's functions.

ARTICLE 20: HOLDING OF IMMOVABLE PROPERTY

The Institution shall establish an institution or organ, in whatever form deemed appropriate, to hold immovable property on its behalf, provided that the establishment of such institution or organ shall be determined by the General Assembly.

ARTICLE 21: RESIGNATION, SUSPENSION AND EXPULSION

(a) Any Member desiring to resign from the Institution shall submit his or her resignation to the Chair. The resignation shall take effect from the date of receipt by the Chair of such notice, subject to all outstanding subscriptions and other dues being fully paid.

- (b) The Council shall have the right to suspend from the Institution or reprimand any Member who is guilty of any conduct which may, in the opinion of Council, prejudice the professional standing of the Institution. Upon receipt by the Chair of a written and signed complaint, the Council shall notify the Member concerned in writing, of the complaint and he or she shall be asked if he or she wishes to submit a written explanation to the Council within a period of fourteen days, before action is taken. The Member and/or his or her representative shall be entitled to appear before the Council to state his or her case.

The powers of the Council under this sub-Article can only be exercised by two-thirds (2/3) of the members of the Council provided there will be at least one member from the relevant chapter. Any suspension or reprimand shall be tabled by the Chair at the next meeting of the General Assembly, which shall reserve the right to uphold, vary or rescind the decision.

- (c) On recommendation of the Council, the General Assembly may expel any member who is guilty of any conduct which may, in the opinion of the General Assembly, prejudice the professional standing of the Institution provided that the said Member shall have the right to appear before the General Assembly and defend himself or herself.
- (d) Any person who resigns or is expelled from membership shall not be entitled to a refund of the entrance fees or subscription, or any part thereof, or any moneys contributed by him or her at any time, unless such moneys were contributed subject to the subsistence of membership.

ARTICLE 22: RESIGNATION, SUSPENSION AND REMOVAL FROM ELECTIVE ORGANS

- (a) Any member of any elective organ of the Institution may resign by submitting his or her resignation to the Chief Executive Officer. The resignation shall take effect from the date of receipt by the Chief Executive Officer of such notice.
- (b) The Council may suspend from any organ a member of the organ who is guilty of any misconduct which may, in the opinion of the Council, prejudice the work of the organ or professional standing of the Institution, provided that:
- (i) The member shall be provided with the opportunity to respond

to the allegations, and the suspension shall be tabled in the next meeting of the General Assembly if the same continues until then

- (ii) The suspension of the Chair of the Institution shall be determined by at least 75% of the members of the Council.

- (c) The General Assembly may remove from the Council any member of the Council who has been suspended by the Council, or who is guilty of any misconduct which may, in the opinion of General Assembly, prejudice the work of the organ or professional standing of the Institution, provided that the member shall be provided with the opportunity to respond to the allegations.

- (d) Any member of any organ who ceases to be qualified as a member of the organ or of the Institution shall cease to be a member of the organ with immediate effect.

- (e) Where a member of the Council resigns or is suspended by the Council or otherwise ceases to be a member, the Council may appoint another person to serve in his or her place until such suspension is lifted, or until the next General Assembly, whichever is the earlier.

ARTICLE 23: MEETINGS OF THE GENERAL ASSEMBLY

- (a) There shall be the following classes of meetings of the General Assembly:
 - (i) Annual General Meetings
 - (ii) Special General Meetings.

Annual General Meetings

- (b) Annual General Meeting shall be held every year at intervals of not more than fourteen (14) months provided that there shall be an Annual General Meeting in every calendar year.

- (c) Notice in writing of such Annual General Meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent, under the hand of the Chair, to all Members not less than twenty-one (21) days before the date of the meeting.

- (d) A meeting of the General Assembly may be requisitioned by 10% of the members of the Institution in the event that the Chair fails or refuses to call a meeting.

- (e) The agenda for meeting shall consist of the following items:
 - (i) Minutes of the meetings of the General Assembly

- (ii) Matters arising from the minutes
 - (iii) The Council's annual report
 - (iv) Audited Accounts and a general financial report
 - (v) Any business of which seven (7) days' notice has been given to the Chair or which has the approval of the General Assembly, except amendments to the Constitution and dissolution of the Institution
 - (vi) Election of officials, other members of the Council and Chairs of the standing committees
 - (vii) Appointment of auditors.
- (f) The General Assembly may, if it considers the circumstances special, admit into the agenda any matter raised during its meeting.

Special General Meetings

- (g) (i) The Council may call a Special General Meeting for any specific purpose.
 - (ii) Notice in writing of such meeting, accompanied by the agenda for the meeting, shall be sent to all eligible members not less than fourteen (14) days before the date of the meeting, and no matter shall be discussed other than that stated in the agenda.
- (h) (i) A Special General Meeting may also be requisitioned by not less than ten percent (10%) of the members in a notice in writing to the Chair.
- (ii) Such meeting shall be held within twenty-one (21) days of the requisition.
 - (iii) Notice in writing of such meeting, accompanied by the agenda for the meeting, shall be sent to all eligible members not less than twenty-one (21) days before the date of the meeting and no matter shall be discussed other than that stated in the requisition.

Quorum

- (i) The quorum for any Annual or Special General Meeting shall be one-fifth (1/5th) of the eligible members of the Institution.
- (j) In the event that no quorum is attained, a subsequent meeting shall be held not less than twenty-one (21) and not more than thirty (30) days from

the date of the aborted Annual or Special General Meeting as the case may be.

- (k) Such subsequent meeting shall be held whether or not the requisite quorum is attained.

Procedure at Meetings

- (l) All meetings of the General Assembly shall be chaired by the Chair or in his or her absence, the Deputy Chair.
- (m) In the absence of both the Chair and the Deputy Chair, the Vice-Chairs shall elect one of them to chair the meeting and, in their absence, the meeting shall elect any Full Member to chair.
- (n) The Chair may, with the concurrence of the members in attendance, limit the number of persons permitted to speak and the duration of the speech in favour of or against any motion, provided an opportunity is given for both sides to be heard.
- (o) Voting in all meetings of the General Assembly shall be by secret ballot.
- (p) Decisions in the meetings of the General Assembly shall, unless provided otherwise in this Constitution, be made by a simple majority of those present and voting.
- (q) In case of equality of votes, the person chairing the meeting shall have a casting vote.

Voting by Proxy

- (r) A member who is unable to attend any meeting of the General Assembly in person may vote by proxy.
- (s) A proxy vote shall:
 - (i) Be submitted to the Chief Executive Officer in a sealed envelop at least one day prior to the relevant meeting
 - (ii) Clearly indicate on both the envelop and the voting paper the matter on which the vote is being submitted
 - (iii) Be opened by the person chairing the meeting at the time the

vote on such matter is being taken.

ARTICLE 24: ELECTIONS

- (a) Elections for all the members of the Council and Chairs of the standing Committees of the Institution shall be conducted at the Annual General Meeting in which such elections are notified.
- (b) The Council shall elect the other members of the Standing Committees in line with this Constitution and By-laws as appropriate (or *mutatis mutandis*).
- (c) Only Full Members shall be eligible for election as members of the Council, except in respect of the Young Surveyors Committee, where Graduate, Technician and Student Members shall have the right to vote.

Returning Officer

- (d) The General Assembly shall designate a person who shall forfeit his or her voting rights and right to be elected in the elections he or she is presiding over as a Returning Officer to preside over the elections.
- (e) At the time of elections, the person chairing the meeting shall vacate the chair and allow the Returning Officer to take over and conduct the elections.

Preparations and Conduct

- (f) Preparations for and conduct of the elections shall be in accordance with the procedures provided for under the By-Laws of the Institution.
- (g) Voting in elections shall be by secret ballot.

ARTICLE 25: AUDITORS

- (a) Auditors for the Institution shall be appointed for the following year at the Annual General Meeting.
- (b) All the Institution's accounts, records and documents, including those of the Branches, shall be open to inspection by the Auditors at any time.

- (c) No auditor shall be a member of the Council of the Institution or a Council of the Branch of the Institution.
- (d) Auditors may be paid such fees for their duties as the Council may determine from time to time.

ARTICLE 26: FUNDS

All moneys and funds paid to the Institution shall be handled in such a manner as to accord with financial regulations established by the Institution.

ARTICLE 27: AFFILIATION AND PARTNERSHIPS

- (a) The Institution may be affiliated to any national, regional or international body whose objects are similar to those of the organization or which members of the Institution deem relevant to their interests.
- (b) Such affiliation shall be determined by the General Assembly on the recommendation of the Council.
- (c) The Institution may enter into partnership with any other body, whether governmental or non-governmental, private or public, or local, national, regional or international, for purposes of achieving any of its objects.
- (d) Such partnership shall be determined by the General Assembly on the recommendation of the Council.

ARTICLE 28: BY-LAWS

- (a) The Council shall make By-laws governing any matter provided for in this Constitution or any aspect of the Institution's mandate or membership.
- (b) The Council may revoke or amend such By-laws.
- (c) Any By-laws made by the Council shall be tabled in the next meeting of the General Assembly for approval and shall come into operation on such approval.

ARTICLE 29: PROFESSIONAL CONDUCT

Every Member shall conform to the Rules of Professional Conduct as provided for in the By-laws or as from time to time adopted by the Institution.

ARTICLE 30: DISPUTES

- (a) Any disputes arising among the members shall, in the first instance:
 - (i) If it arises between members as such, be dealt with by the Professional Practice and Disciplinary Committee
 - (ii) If it arises within an organ, be dealt with within such organ
 - (iii) If it arises among the Committees or between them and the Secretariat be dealt with by the Council
 - (iv) If it arises between the Council and any of the other organs, be dealt with by the General Assembly.
- (b) Any dispute which cannot be internally resolved as indicated in sub-Article (a) shall be submitted to arbitration.
- (c) The Institution shall seek the services of the Institute of Arbitrators (Kenya) or any other similar body to identify and appoint suitable arbitrators to resolve the dispute.

ARTICLE 31: AMENDMENT TO THE CONSTITUTION

- (a) Any amendments to this Constitution shall be approved by at least a 65% majority of the votes cast at an Annual General Meeting or a Special General Meeting of the Institution at which such amendment was notified.
- (b) All proposed amendments to the Constitution shall be notified to all Members in writing not less than twenty-one (21) days before the holding of the meeting at which the proposals shall be discussed. Evidence of posting shall constitute notification.
- (c) Any amendments to this Constitution shall not operate until they are approved by the Registrar of Societies.

ARTICLE 32: DISSOLUTION

- (a) A resolution for the dissolution of the Institution shall be approved by at least 75% of the votes cast at an Annual General Meeting or a Special General Meeting of the Institution at which such dissolution was notified.

- (b) Notification of any meeting to dissolve the Institution shall be by registered post provided that there are sufficient funds available.
- (c) Once a resolution to dissolve the Institution has been passed, no further action shall be taken by the Council or any other organ of the Institution except for purposes of liquidating the Institution.
- (d) The meeting at which the resolution to dissolve the Institution is passed shall determine the person or person to whom the liquidation of the Institution shall be entrusted.
- (e) The liquidation of the Institution shall not commence until the resolution for dissolution is approved by the Registrar of Societies.
- (f) The net assets of the Institution-in-liquidation shall be transferred to any organization whose objects are similar to those of the Institution.

ARTICLE 33: TRANSITION

Upon adoption of this Constitution and prior to its commencement the outgoing ISK Council shall prepare for election of new council officials under the new constitution during the 41st AGM of ISK. The old constitution shall cease to have effect on the date and time this constitution commences as provided for in article 1.

BY – LAWS

RULE 1: DEFINITIONS

In these By-laws, unless the context requires otherwise:

‘The Constitution’ means the Constitution of the Institution adopted in the General Assembly’s meeting of and all subsequent amendments thereto.

RULE 2: DECLARATION BY MEMBERS

- (a) All persons who are declared or are invited to be members and all candidates for election as members of whatever class shall agree to abide by the Constitution and By-laws of the Institution.
- (b) All members are bound by the principles and code of professional conduct promulgated by the Institution and shall sign a declaration to this effect.

RULE 3: ADMISSION OF MEMBERS

- (a) All candidates for admission to membership shall complete an application form, sign the declaration required under Rule 3 and submit the completed form together with the requisite fees to the Chief Executive Officer.
- (b) The Chief Executive shall forward the application to the relevant Chapter for vetting and consideration. The applicant shall appear before the next Chapter or Branch meeting.
- (c) All candidates for admission to membership shall be proposed for admission by two Full Members of the Chapter which they propose to join, except that this requirement shall not apply to Technician and Student Members.
- (d) In the event that a candidate is unable to find the requisite proposers referred to in Rule 3(c), the Chair and Secretary of the Chapter concerned may, at their discretion, submit the application to the Council for consideration.
- (e) When applying for membership, each candidate shall state the class of membership and the Chapter (or Chapters) for which he or she

considers himself or herself eligible but the Council may vary either the class or the Chapter if such action is deemed appropriate.

- (f) All applications for membership shall be considered by the Council as soon as possible after receipt of the application by the Chief Executive Officer.
- (g) The Council shall approve or withhold or reject the admission. The Council, in its absolute discretion, may require additional information from the candidate for approval and may investigate an application without divulging reasons. No rejected candidate may again apply for membership within a period of one year from the date of such rejection.
- (h) Upon a candidate being admitted, the Chief Executive shall inform the applicant that his or her name has been inscribed on the roll of members in the appropriate class.
- (i) A member wishing to transfer from one class of membership to another and/or join another chapter shall complete an application form and the Council shall consider his or her application.

RULE 4: SUBSCRIPTIONS

- (a) The Annual General Meeting shall approve application fees payable on application for membership for the period prior to the next Annual General Meeting.
- (b) The annual subscription payable on application for membership and on the 1st of January in each succeeding year shall be as approved by the previous Annual General Meeting.
- (c) Any annual subscription paid between April and June shall be subjected to a penalty of 25% of the annual subscription. Any member whose subscriptions are not paid by 30th June of every year shall cease to be a member of the Institution with immediate effect.
- (d) In the case of members admitted after 1st October in any year, the subscription for the subsequent year shall be waived.

- (e) In the event of any other professional body remitting directly to the Institution a sum of money representing part of a subscription to that body, the annual subscription of the member shown in By-law 5 (b) shall be reduced by that sum.

RULE 5: QUALIFICATION FOR MEMBERSHIP

- (a) To qualify for admission as a Full Member of any Chapter a candidate shall:
 - (i) Have been an active Graduate Member for a period of not less than two years and, either
 - (ii) Be a holder of a Postgraduate Diploma of the Institution issued after passing an examination administered by Institution for the relevant Chapter, or
 - (iii) Have any other qualification as the Council in its absolute discretion may accept.
- (b) To qualify for admission as a Graduate Member, a candidate shall be a Holder of a relevant Degree or Higher Diploma from an Institution recognized by the Council.
- (c) To qualify for admission as a Technician Member, a candidate shall have a relevant Diploma from an institution recognized by the Council.
- (d) To qualify as an Affiliate Member a candidate shall be a holder of a Certificate in the relevant field from an institution recognized by the Council or undergoing training in suitable employment approved by the Council, or have experience of surveying work whose membership in the Institution would, in the opinion of the Council, be appropriate
- (e) To qualify for admission as a Student Member a candidate shall:
 - (i) Be taking a full-time course of instruction in a relevant course at an institution recognized by the Council, or
 - (ii) Be otherwise qualified for student membership in a manner acceptable to the Council.

RULE 6: RE-ADMISSION TO MEMBERSHIP

- (a) A member who ceases to be a member of the Institution may be re-admitted and shall be charged a re-admission fee as determined by the Council from time to time.
- (b) However, re-admission shall not be automatic and shall be subject to approval by the Council.

RULE 7: ELECTION OF MEMBERS OF THE COUNCIL AND COMMITTEES

Time of Elections

All members of the Council and Chairs of Committees shall be elected at a meeting of the General Assembly at which elections have been notified.

Nominations

- (a) All qualified members wishing to stand for elections shall fill a nomination form containing the following information:
 - (i) Full names, Chapter and Branch of the member as recorded in the roll of members
 - (ii) Membership number
 - (iii) The position for which he or she wishes to vie
 - (iv) Full names, Chapter, Branch, membership number and signature of a member proposing him or her for election
 - (v) Full names, Chapter, Branch, membership number and signature of a member seconding the proposal
 - (vi) A declaration that he or she does not have any outstanding dues
 - (vii) A declaration that he or she is not undergoing any disciplinary action.
- (b) The duly completed nomination form shall be submitted to the Chief Executive Officer of the Institution fourteen (14) days prior to the date of the meeting at which elections shall be held.
- (c) The Council shall, twelve (12) days prior to the elections, scrutinize the nomination forms to ascertain that the information contained therein is correct and that the persons so nominated and those nominating are qualified to vie for the positions and to nominate, respectively. Where the Council determines that a person is not qualified, it shall give reasons for such decision.
- (d) The Chair shall, ten (10) days prior to the elections, notify all the members of those who have been validly nominated and those whose nominations have been declared invalid and the reasons for the latter.
- (e) Any member whose nomination is declared invalid by the Council and is dissatisfied with the decision shall have a right to be heard by the

General Assembly immediately before the elections and the General Assembly shall determine the validity or otherwise of such nomination prior to the actual process of voting.

Ballot Papers and Boxes

- (f) The Council shall ensure that:
 - (i) There are adequate ballot papers to enable all the members present to vote in respect of each of the positions
 - (ii) The ballot papers contain adequate and complete information necessary for the members to vote a candidate of their choice
 - (iii) There are adequate, transparent and properly constructed ballot boxes in which the members shall cast their votes
- (g) The ballot boxes shall be opened for scrutiny and to confirm that they are empty prior to the casting of the votes, where after they shall be sealed.

Announcement of Vacant Positions and Candidates

- (h) The Returning Officer shall announce to the members of the General Assembly the positions for which candidates are vying and the names of the candidates so vying.
- (i) Any issues subsequently arising regarding positions and candidates shall be determined by the General Assembly under the chairship of the Returning Officer.

Voting, Counting and Announcements

- (j) The Returning Officer shall organize the polling for each position in any manner that he or she considers efficient, convenient and fair in the circumstances, provided that the election of the Chair and the Deputy chair shall precede the election of Vice Chairs.
- (k) After the casting of votes for each position, the ballots shall be counted and the results announced immediately. The Returning Officer shall ensure that, for each position, proxy votes, if any, are identified, disclosed and counted together with the votes cast.
- (l) Any person aggrieved by the results announced by the Returning Officer may request for a recount which the Returning Officer may grant or reject with reasons.
- (m) At the end of the entire voting process, the Returning Officer shall

announce those who have been elected as national officials, and as members of the Council and the Committees.

- (n) After the announcement, the Returning Officer shall declare his or her duties fully performed and call upon the outgoing Chair to take over the meeting for purposes of finalising the business of, and adjourning, the meeting.
- (o) Within fourteen days of election of new officials the outgoing officials shall ensure smooth handing over.

RULE 8: ELECTION OF THE INSTITUTION'S REPRESENTATIVE TO STATUTORY AND OTHER BODIES

The Council may, from time to time, elect Fellows or Full members to represent the Institution in any representative statutory or other bodies.

RULE 9: DISCIPLINE AND CODE OF CONDUCT

- (a) No member shall conduct himself or herself in such a manner as would in the opinion of the Council prejudice his or her professional status and in the case of a Graduate Member prejudice the reputation of the Institution.
- (b) No member shall in any way be connected with any occupation or business if such connection is, in the opinion of the Council, inconsistent with membership of the Institution.
- (c) Members who are Principals shall be held responsible for the acts of their partners, fellow directors and staff so far as they relate to matters within the scope of professional practice.
- (d) All members of the Institution who are employees of firms which do not abide by the principles and rules of professional conduct of the Institution may be required either to resign from their employment or resign from the Institution.
- (e) No member shall accept or give any illicit or secret trade or other discounts, commission or allowance in connection with any professional business which may be entrusted to him or her or any goods he may order on behalf of clients.

- (f) In work other than sales and letting:
 - (i) Except in the case of a client for whom a member regularly acts, no member shall in any circumstances solicit instructions in any manner whatsoever
 - (ii) No member shall offer to accept instructions on the basis that no charge will be made unless a successful result is attained.

- (g) In work concerned with sales and letting:
 - (i) No member shall, either directly or indirectly, orally or in writing, seek instructions for business which he or she knows, or with ordinary care could have known is in the hands of another agent
 - (ii) A member who seeks instructions to deal with a property on which another agent's board or notice is exhibited will be deemed knowingly to have disregarded this injunction
 - (iii) The seeking of instruction by a member or one of his or her staff by personal call or by any communication, which in the opinion of the Council constitutes a circular, is prohibited.

- (h) Members shall ensure that advertisements and other public announcements with which their names are associated are not such as would in the opinion of the Council bring the Institution into disrepute.

- (i) No member shall carry on his or her business under a name or style, which would be in the opinion of the Council inconsistent with the profession.

- (j) The Council may issue directions for the regulation of member' publicity and such directions may be applicable generally or to particular sections of the profession. members shall conform to such directions.

- (k) The Council may recommend scales of fees for professional services and may, if called upon to do so, determine disputes over fees.

- (l) Any alleged breach of these rules of conduct, these By-laws or the Constitution of the Institution shall be reported to the Professional Practice and Ethics Committee in writing.

- (m) The Committee shall consider the allegation, which consideration shall take into account the member's defence of himself or herself, and determine whether or not they have been proved.
- (n) The Committee, after due consideration, shall make recommendations to the Council on the appropriate action to be taken against the relevant member.
- (o) Any member who breaches the rules of conduct, the By-laws and the Constitution shall be liable to any of the following penalties:
 - (i) Reprimand
 - (ii) Warning
 - (iii) Suspension from membership
 - (iv) Expulsion from membership
 - (v) Such other penalty as the Committee may consider appropriate and just.
- (p) The Council shall take any action it deems fit in respect of the breach, provided that it shall report to the next meeting of the General Assembly on disciplinary action taken, and provided further that the Council shall not have power to expel a member but only to recommend such expulsion to the General Assembly.
- (q) Any member who feels aggrieved by the decision of the Council shall have a right to appeal to the General Assembly.

RULE 10: DIPLOMAS

- (a) Every Full Member shall, upon passing the diploma exam of the Institution and payment of the first subscription due from him or her under these By-laws or within a reasonable time thereafter, receive a diploma of membership in respect of the year or portion of a year to which the said first subscription applies, and shall so long as he or she remains a member of the Institution, be entitled to renew his or her diploma annually subject to the provisions of the By-laws.
- (b) Every diploma issued to a member shall be in such form as the Council may from time to time determine and shall be the property of the Institution. In the event of cessation or suspension of membership for any of the causes set forth in the Constitution or By-laws, diplomas shall be returned to the Council and failing this shall be recoverable on demand.

RULE 11: COPIES OF THE CONSTITUTION AND BY-LAWS

All members as soon as possible after admission shall receive a copy of the Constitution and By-laws of the Institution.