

EXPLANATORY COPY OF THE CONSTITUTION

WORD DESCRIPTION:

1. When used in this constitution and a conflicting meaning is not obvious from the context, the word shall mean:
 - a) RECORDING: The procedure of the recording F1 to F4 Dorpers in the Development register.
 - b) DORPER: A sheep which exhibits the phenotypic characteristics of a Dorper.
 - c) OWNER: of an animal, the person
 - 1) Who (according to the records of Stud Book) owns the animals, or
 - 2) Who can, to the satisfaction of the Committee, furnish proof that it is in order for the animal to be recorded or registered in his name.
 - d) BIRTH: The birth of a Dorper lamb.
 - e) SOCIETY: The Dorper Sheep Breeders' Society of Kenya.
 - f) CONSTITUTION: The Constitution of the Dorper Sheep Breeders' Society including the By-laws of the Society.
 - g) FLOCK BOOK: The Flock book of the Society in which the particulars of all Dorper are recorded.
 - h) COMMITTEE: The Committee of the Dorper Sheep Breeders' Society of Kenya.
 - i) LEGAL PERSONALITY: An individual, a company, private company, closed corporation, partnership or trust.
 - j) REGISTER: The procedure of recording of Dorpers in the fully Registered section of the Flock Book.
 - k) BREED DIRECTOR/SECRETARY: The Breed Director/Secretary of the Society who attends all meetings of the Society and has the right to take part in the discussions but has no voting rights with regard to any problem or decision which the meeting may take.
 - l) SEMEN: The semen of a Dorper Ram.
 - m) BREEDER: of an animal: The owner of the dam at the time of birth of progeny suitable for registration or recording.
 - n) BREED: A Dorper sheep with a black head.

- o) STUD BOOK: The Kenya Stud Book.
- 2. Unless a contradictory meaning is clearly out of context, all words which in the constitution refer to persons as male sex, will include the female sex and word in the singular, will include the plural and words in the plural will include the singular.

CONSTITUTION

1. **NAME OF THE SOCIETY**

The name of the Society shall be DORPER SHEEP BREEDERS' SOCIETY OF KENYA.

2. **OBJECTIVES AND POWERS**

- 2.1.1 Provide technical advisory and inspection services, registration and/or recording of pedigrees by Stud Book or in any other way.
- 2.1.2 To ensure the authenticity of the Dorper breed in the country and to promote interest in the breeds in all possible and available manner.
- 2.1.3 To compile reports of the pedigrees and particulars of pure bred Dorpers, to save and keep these or to have it compiled, saved and kept with the view of recording and registration by Stud Book.
- 2.1.4 To promote the sale of Dorpers
- 2.1.5 To breed quality sheep under extensive and semi extensive circumstances, which will reach the desirable market weight within a specific time period, at the most economical price.
- 2.1.6 Stimulate continuous research for the improvement of the Dorper breed.

3 **MEMBERSHIP**

3.1 **PERSONS ELIGIBLE:**

Any person living in Kenya who is a breeder of Dorper Sheep or is interested in the Breed will be eligible for Ordinary membership of the Society.

3.1 (a) **ORDINARY MEMBERS:** For the purpose of this sub-clause a legal personality which trades according to the above conditions is recognized as a person and can be considered for Ordinary Membership of the Society.

3.1 (b) **SPECIAL MEMBERS:** All persons who are directly or indirectly concerned with the breeding of Dorpers but who don't live in Kenya, can be considered for membership of the society as SPECIAL MEMBERS, on such conditions as may be determined by the committee. Special members shall not have the right to vote at meetings of the Society and also not eligible for election to the committee.

3.1 (c) **LIFE MEMBERS:** Any ordinary Member may become a Life Member on approval by the committee and the payment of an amount or membership fee stipulated by the Committee.

3.1 (d) **HONORARY LIFE MEMBERS:** For special services rendered in the interest of the Breed, the Committee may appoint a person as Honorary Life Member: On condition that this is confirmed by the Annual General Meeting. Such an Honorary Life Member shall enjoy the rights and privileges of Membership including the right to vote at any meeting of the Society and shall also be eligible for election to the Committee.

3.1 (e) **SPECIAL HONORARY MEMBERS:** Persons who are not necessarily actively involved with the breeding of Dorpers may be elected as Special Honorary Members by and on such conditions as may be determined by the Committee. Special Honorary members shall not have the right to vote at meetings of the Society and also not be eligible for election to the Committee.

3.2 **APPLICATION FOR MEMBERSHIP:**

3.2.1 Application for membership of the Society must be done in writing to the Society and in such a form as prescribed by the Committee. The application must also be accompanied by the relevant subscription and/or affiliation fee.

3.2.2 The Committee may accept the application for membership of any person either unconditionally or on such conditions as may be determined by the Committee or refuse any application without **furnishing any reasons for such refusal.**

3.2.3 A person whose application for membership has been refused will be entitled to reimbursement of any monies which accompanied his application.

4 **REGISTER OF MEMBERS:**

4.1 The society will keep a register of all members in which will be noted the date of acceptance of membership, postal address, and amounts received and date of payment and monies in arrears if any.

4.2 **Each member must notify the society in writing of a change of postal address and all notices or publications which** are forwarded to a members' recorded address will be **deemed to be delivered** to such a member.

4.3 All documents forwarded to members per registered post by the society will be considered to be binding.

5 **RIGHTS AND PRIVILEGES OF MEMBERS:**

The rights and privileges of each member of the Society are applicable to him personally and shall not be transferable to or inherited by any other person either according to law or any other means, except with permission of the Society.

The rights of members shall include the following

- (a) To receive all reports or other publications which are distributed by the Society to its members;
- (b) To have Dorper recorded or registered in accordance with the Constitution;
- (c) To attend all general and special meetings of the Society and to vote at such meetings;
- (d) To receive available expert technical advice on matters concerning Dorpers from the Society at a prescribed cost.
- (e) To consult and use the Society's official reports; and
- (f) To have all the rights and privileges and obligations as laid out in the Constitution.

6 **SUBSCRIPTIONS AND FUNDS**

6.1 All subscriptions or any other fees and commissions payable to the Society shall be determined by the Committee from time to time and shall be laid before the immediately following Annual General Meeting.

6.2 Annual subscription are **payable in advance on the 1st January of each year and will be considered as being in arrears if not paid by the 1st February of the same year.**

6.3 Any member whose annual subscription and/or other fees due to the Society are not paid within the time as stipulated by the Committee will cease to enjoy any of the rights, privileges and benefits of membership until all such debts in arrears are paid in full. Where subscriptions are not paid by 1st October of any year his membership of the Society will be terminated and losses his rights and privileges until debt is paid in full.

6.4 The Committee may issue instruction that interest be charged on all arrear accounts at an interest rate determined by the Committee from time to time.

6.5 Any member who has ceased to be a member of the Society for any reason whatever will remain responsible to the Society for all amounts owing by him to the Society at the time of cessation of membership.

7 **RESIGNATIONS AND TERMINATIONS OF MEMBERSHIP:**

7.1 **RESIGNATIONS:**

Any member may resign as a member of the Society by notifying the Society in writing not less than 30 days ahead on condition that:

- (a) Such resignation will not be valid before 31st December of the financial year in which the resignation is tendered and
- (b) Such member has paid in full any amount owing to the Society and not before such member has fulfilled his obligations regarding documents and records required by the Society.

7.2 **TERMINATION OF MEMBERSHIP:**

7.2.1 The Committee may terminate membership of a member who:

- (i) Fails to pay any amount owing by him to the Society within 90 days after a written claim for the due amount, signed by the Society have been sent to him:
- (ii) Has violated the Constitution or any rule of the Society or has, in the opinion of the Committee, in any manner acted indecently or destructively towards the character or to the detriment of the interest of the Society:
- (iii) By his action or lack of action has brought actual or possible dishonor to the Society or who is guilty of behavior which could have been of actual or possible detriment of the objects of the Society;
- (iv) On purpose either for personal gain or profit furnishes incorrect information to the Society or any of its officials or judges at shows, or who has brought about any changes to the body of an animal in order to deceive any person.

8 **REINSTATEMENT OF MEMBERS:**

Any person who for whatever reason ceases to be a member of the Society, may at a later stage again be considered for membership according to the conditions of Clause 3.2 after all debts in arrears have been paid.

9 **COMMITTEE:**

9.1 **ELECTION OF THE COMMITTEE:**

The interests of the Society are controlled and administered by a committee which shall be made up of six members elected at an Annual General Meeting or Special General meeting which has been called for this purpose.

- a) After election the new Committee shall elect from its ranks a Chairman and vice Chairman who will hold this office for a period THREE years.
- b) The Chairman, vice Chairman and retiring members shall be eligible for re-election.
- c) Nomination for Committee members must be proposed during an Annual General Meeting.
- d) Nominations may only be made and seconded by members personally present at the meeting who vote and are eligible to vote.
- e) Election procedure: By show of hands. Overwhelming majority.

9.2 Together with the six elected members of the Committee the following member shall also be elected to serve on the Committee

BREED DIRECTOR:

The Breed Director of the Society who attends all the meetings of the Society has the right to participate in discussions but no right to vote about any problem which is taken at a meeting.

9.3 At the death, resignation or cessation of membership of the Society of a Committee member. The Committee may appoint another member of the Society as his replacement with full Rights for the remainder of his term of office. The Committee shall be deemed properly, constituted and will continue to execute the powers invested in it in spite of any vacancies which may occur within the Committee.

9.4 In the event of the office of the Chairman or Vice Chairman becoming vacant prior to the end of the term of office for which he was elected to the Committee, the Committee at its next meeting shall nominate and elect by proposal one of its members to fill the vacancy for the remainder of the term of office.

9.5 Committee members who are absent from two consecutive committee meetings without consent or valid reasons shall forfeit their office.

10 **POWER AND DUTIES OF THE COMMITTEE**

The Committee has, subject to the terms of the constitution and the decisions of the Society as taken from time to time, the power to act as may be deemed desirable in the interest of the Society or for the promotion and fulfillment of its aims.

- 10.1 to make and accept donations and gifts.
- 10.2 to open one banking account in the name of the Society and to draw, accept, endorse, enter into agreement or execute any bills, promissory notes, cheques or other negotiable documents which are relevant to the business of the Society.
- 10.3 to pay all costs and accounts incurred in the administration and management of the Society.
- 10.4 to collect and receive monies, donations, other debts and funds and to use same to the advantage of the Society and for the promotion of the Dorper Breed.
- 10.5 In accordance with Clause 6.3, to refuse to do inspections, recording or registration or other work for members if their accounts are in arrears.
- 10.6 to call general or special general meetings of the Society, either on special request made according to the provisions of the constitution or otherwise if deemed necessary.
- 10.7 to appoint as it may deem necessary, dismiss or suspend such officials or other employees for permanent, temporary or special services: To determine their powers and duties, remunerations and service conditions and to take such precautions as may be deemed necessary in special cases for the proper execution of their duties.
- 10.8 to institute, conduct, have conducted, defend a lawsuit or to pursue a settlement with regard to any legal steps taken by or against the Society or against any of its office bearers or officials or other employees in matters concerning the Society; and to reduce any debts owing to or give extension of time for payment of debts or to satisfy any claims or summons by or against the Society.
- 10.9 to make contracts outside Kenya and to execute contracts, deeds and documents in other countries.
- 10.10 to make recommendations in accordance with the Law on the import and export of Dorper Sheep, semen and embryos.
- 10.11 to appoint inspectors to select Dorpers which are presented for recording or registration and to provide any other services which may be required by the members of the Society and to issue to such inspectors orders and delegate powers pertaining to their duties in order to ensure the aims of the Society or dismiss such inspectors.
- 10.12 to instruct inspectors of the Society to investigate cases where proper records are not kept, or where there may be deemed necessary in the interest of the Society.
- 10.13 to draw up such rules and conditions with regard to the qualifications and appointment of judges of Dorpers as may be deemed necessary provided that no person may be appointed as a judge of Dorpers until he complies with such requirements as may be laid down by the Committee. From time to time to revise

the panel of judges and to remove from same such names as may deemed necessary.

- 10.14 to appoint representatives to the Committee of Stud Book.
- 10.15 to receive and consider applications for membership and to accept or reject same as deemed fit.
- 10.16 in accordance with clause 7 may terminate the membership of any person.
- 10.17 to impose and enforce such penalties as may be described for members of the Society from time to time for the contravention or violation of the constitution, rules and regulations of the Society.
- 10.18 to investigate disputes which may develop in application of the constitution and to give a ruling.
- 10.19 to change or amend as may from time to time be deemed necessary any appendix to the constitution with the exception of the appendix containing the Breed standards and point scales, provided that when the Committee compiles or changes rules in any manner such rules shall be submitted to the following general meeting of the Society for the information of such meeting and the meeting may accept, reject or attach such conditions as the meeting may think fit.
- 10.20 in general to do all that is necessary concerning the well being of the Society and the handling of its business, always with the proviso that any steps taken or instructions given do not contradict the stipulations of the Law and the Constitution.

11 **MEETINGS:**

11.1 **COMMITTEE MEETINGS:**

The Committee shall meet at such time and place as may be determined by the Committee from time to time or as may be determined by the Chairman or in his absence the Vice Chairman: with proviso that at least two Committee meetings shall be held each financial year.

11.1.1 **A Special Committee Meeting:**

- a) may be called by the Chairman (or in his absence the vice chairman) as such time and place as such official may decide, or
- b) shall be called on grounds of an application signed by three or more Committee members, stating the reasons for the meeting. Such application must be addressed to the Society.

- 11.1.2 Written notice of time, date and venue of the proposed Committee meeting must be circulated to each member of the Committee by the Society not later than 21 days before the meeting is due to take place.

11.2 **GENERAL MEETINGS**

- 11.2.1 A general meeting of the Society known as the Annual General Meeting shall be held once in a financial year **at such time and place as the Committee may determine.**
- 11.2.2 At such Annual General Meeting the Committee shall submit its annual report, a properly audited Balance sheet and also a report on the relevant financial year to the Society. Such Annual General Meeting must be held not later than 6 months after the end of each financial year of the Society
- 11.2.3 A special General meeting of the Society may be called at any time by the Committee.
- 11.2.4 Notice of time, date and venue at which any general or special meeting will be held and the Agenda of the meeting must be posted to each member of the society at least 21 days before the meeting.
- 11.2.5 No decisions shall be taken at a general meeting unless notification appears on the agenda which was sent to members with the notice of meeting or unless the meeting decides, with a two-third majority of votes of members who are present and are eligible to vote, to discuss and vote on any matter not specifically on the agenda.
- 11.2.6 Any General meeting may be adjourned by a two third majority of votes of members present.
- 11.3 The Chairman or in his absence the Vice Chairman shall take the chair at all meetings. In the event of neither of these officials being present at a meeting, the members who are present must elect another member to act as a chairman of such meeting and any person elected in this manner shall, at that specific meeting have the power to execute all the duties of the Chairman,
- 11.4 Subject to the provision of clause 9.1 (c) and (e), voting at all meetings shall take place by a show of hands.
- 11.5 No matter which has been properly and constitutionally dealt with at any meeting can be declared invalid due to the fact that any member did not receive notice in accordance with the requirements of the Constitution.

11.6 **QUORUMS:**

- 11.6.1 One third of the total members of the Society PERSONALLY present at the start of any general meeting shall form a quorum for such meeting and FIVE Committee members personally present and eligible to vote at any Committee meeting shall form a quorum for such Committee meeting.
- 11.6.2 If there is no quorum at any meeting, the meeting can be postponed to a time and place determined by the members personally present and at such postponed meeting the members present shall form a quorum provided that any meeting where there is not a quorum where the Chairman or Vice Chairman are present, shall be adjourned for half an hour where after the members who are then

present shall form a quorum for the settlement of such business (except constitutional amendments) as may be declared urgent by the Committee member who is in the Chair. Such adjournment of half an hour will not be detrimental to the rights of the meeting to adjourn to a time and place as determined herein, after attention has been given to urgent business.

12 MINUTES OF MEETINGS

12.1 A copy of the minutes of all general meetings shall be furnished to each member of the Society.

12.2 All payments from the funds of the Society must be made by cheque and these cheques must be signed by the Chairman, Treasurer, and Secretary. Regular and normal monthly accounts which do not exceed an amount determined by the Committee may be paid in cash provided that the total amount required to pay such account be drawn by cheque and electronic banking.

12.3 The Society must keep proper account books which must be audited from time to time but no less than once per year by a qualified auditor appointed by a general meeting of the Society. A properly audited balance sheet and report on the finances of the Society as at 30th June of the relevant financial year, as stipulated in clause 11.2.2 shall be laid before the Annual General meeting of the Society.

12.4 All possessions of the Society are vested in the Committee.

12.5 The income and possessions of the Society received from whatever source, **including profit and losses** shall be used in its entirety to the promotion of the objects of the Society and no part thereof shall directly or indirectly be paid or transferred to any persons as dividends or bonuses or otherwise, who are or were at any stage members of the Society, on condition that nothing contained herein can prevent the bona fide payment to any employee or other person for services rendered to the Society.

12.6 TERMINATION OF THE SOCIETY

If at the termination or dissolution of the Society and after all debts and obligations have been met, any property remains, such property shall not be divided among or paid out to the members of the Society.

**** The organization may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matters, are in favour of closing down.**

12.7 The financial year of the Society commences on 1st July of each year and closes on the 30th June of the following year.

13 **MEMBERSHIP**

13.1 **MEMBERSHIP OF STUD BOOK:**

The Society shall continue membership of Stud Book according to the conditions set by Stud Book.

13.2 **MEMBERSHIP OF AND AFFILIATION WITH ANY OTHER ORGANIZATION**

The Society may by majority vote of at least two-thirds of the members personally present, voting and entitled to vote, at any General Meeting affiliate with or incorporate any association, society or organization having aims and objectives kindred to those of the Society.

14 **AMENDMENTS OF BREED STANDARDS AND POINT SCALES:**

The breed standards and point scales as set out in by – laws of the Society shall not be amended unless such amendment is approved by at least a two-third majority of members personally present who vote and are eligible to vote at any General meeting of the Society.

15. **CONSTITUTIONAL AMENDMENTS**

15.1 Additions to, or amendments or changes to the constitution or Breed standards may only be made by a majority decision of not less than two-thirds of the members who are present, eligible to vote and vote at a General Meeting of the Society. Notice of amendments or additions to the constitution or Breed standards and also of the meeting must be given in writing to all members of the Society not less than 30 days before the meeting.

16 **THE OFFICE OF THE SOCIETY**

The office of the Society shall be in such place as may be determined by the Committee.