**Internet Society Kenya Chapter**

**(ISOC-KE)**

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**Name and Offices**

1. 1. The name of this Society is the Internet Society Kenya Chapter (ISOC-KE). ISOC-KE is a chapter of the global Internet Society (ISOC) and shall operate within the Republic of Kenya.
2. **2.** The registered office of the Society is -------------------**--------------------.The Society may establish branches within the Republic of Kenya.**
3. 3. (1) The Society shall advance and promote ISOC’s principles and goals.

**Objects**

(2) The Society’s objects are:
a) to promote realization of a safe, open Internet for all Kenyans;
b) to represent the Kenyan Internet community in fora that deal with governance of the Internet;
c) to promote development of Internet in Kenya through, among others, ~~trainings~~ **capacity building public awareness and advocacy**
d) to promote development **and application** of Internet standards in Kenya;
e) to work together with other ~~Kenyan~~ **stakeholders** and international bodies with the

similar objects.

**Membership**

1. 4. (1) Membership to the Society shall be open to ~~members~~ **individuals** of the Global ISOC who reside in Kenya.

b) Membership to the Society shall be open to corporate bodies and organizations with

(2) Members individuals / corporate shall pay to the Society an annual subscription of Kenya Shillings--------- or such amount as may be determined by the Society at a General Meeting from time to time.

**Rights**

1. 5. A member shall have the following rights:

a) To exercise the right to vote on all matters relating to the affairs of the Society.
b) To be eligible to any elective or appointive office of the Society.
c) To participate in meetings of the Society.
d) To examine all the records or books of the Society during business hours.

**Duties**

1. 6. A member shall have the following duties and responsibilities:
2. To comply with the By-laws and regulations that may be promulgated by the Society from time to time.
b) To attend meetings of the Society.
c) To pay membership dues and other assessments of the Society.
3. To uphold ideals of the society at all times

**Cessation of Membership**

1. 7. Membership may cease in the following cases:
2. A member may withdraw their membership by a notice in writing to the Executive Committee through its Secretary.
b) A member in arrears for fees or assessments for any year shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.
c) Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the Society may deem reasonable.
3. Members who remain inactive / passive for 2/3 years without valid reasons

**Reinstatement of Membership**

1. 8. (1)A person whose membership had ceased as provided for in Article 9 may apply in writing to the Membership Committee provided for in Article for reinstatement of their membership.

(2)The Committee, after consideration of the application, may reinstate such a member or refuse to reinstate such a member, citing reasons for their decision.
(3)A member who is dissatisfied with the decision of the Committee may appeal to the Board.

**Board of Trustees**

1. 9. (1)There shall be a Board of Trustees of 7 valid Society members.

(2)Board members shall be drawn from key sectors of the Kenyan Internet community, including government; private sector; academia; civil society and members-at-large.
(3)The Board shall :
a) establish and monitor the strategic direction of the Society;
b) advice the Executive Committee on matters of the Society; and
c) ensure fiduciary responsibilities of the Society are met.
(4)Board members shall be elected by the Society for a period of three years. The Society shall at all times ensure that Board elections are staggered to ensure continuity and smooth transitions.
(5)The Board shall elect a "Director" who shall preside at all meetings of the Board of Trustees and carry out any other duties as directed by the Board.
(6)No member convicted of an offense punishable by imprisonment for a period exceeding 6 years or a violation of these By-Laws within 3 years prior to the date of his election of appointment shall qualify as a trustee.
(7)The Board shall meet at least 4 times a year.

**Executive Committee and Officers**

1. 10. (1)The general affairs of the Society shall be run by an Executive Committee comprising of the following officers:

a) The Chair ;
b) The Deputy Chair;
c) The Secretary;
d) The Treasurer; and
e) Chairs of Standing Committees.
(2)The Executive Committee shall be elected by members for a term of two years.
(3)In the event of a resignation by an officer of their position, the Board of Trustees shall designate an officer to hold such position until the next scheduled election.

**Director**

1. 11. The Director shall:
2. Be generally responsible for leading the Society and managing its activities in accordance with the policies and procedures of the Internet Society and these By-laws;
b) Preside at all meetings of the general membership of this Society;
c) Serve as Chair of the Executive Committee and any other meetings of the Society;
d) In consultation with the Executive Committee appoint temporary committees;
e) Carry out any other duties incidental to this office.
3. Serve as secretary to the board

**Deputy Director**

1. 12. The Deputy Director shall:

a) In the absence of the Director, preside at meetings and perform any duties which are "executive" or "external" in nature as defined by the Board of Trustees or the Executive Committee;
b) Generally oversee the performance of Committees and programs of the Society;
c) Carry out any other duties designated to them by the Executive Committee or Board of Trustees.

**Secretary**

1. 13. The Secretary shall:

a) Make official communication on behalf of the Society;
b) Keep the minutes of all Society and Executive Committee meetings;
c) Prepare the Annual Society Report for presentation to the Society at the Annual General Meeting;
d) Prepare the Society's Activity Report for submission to ISOC Headquarters;
e) Keep safe custody of the members register and the correspondence files of the Society;
f) Notify to ISOC of any changes in the elected Officers and/or Trustees of the Society;
g) Submit of any proposed amendment to the Deputy Director of Society’s of ISOC for approval;
h) Report to ISOC from time to time as required by ISOC regulations, including an annual activity report (as required by ISOC) and list of Officers and Trustees;
i) Carry out any other duties incidental to this office.

**Treasurer**

1. 14. The Treasurer shall:

a) Collect dues, pay all bills, and maintain the Society's financial records;
b) Prepare the Society's Annual Financial Report for presentation to the Society at the Annual General meeting and in compliance with the Laws of Kenya;
c) Submit the Annual Financial Report to ISOC Headquarters;
d) Carry out any other duties incidental to this office.

**Standing Committees**

1. 15. (1)The Society shall have at least three (3) Standing Committees, the members of which shall be elected by the general members. The Standing Committees of the Society may include the following:

a) A Membership Committee;
b) A Budget and Finance Committee; and
c) A Program Committee.
(2)The members of each Standing Committee shall designate a Chair for such committee. Each Chair of each Standing Committee shall also serve on the Executive Committee provided for in Article 19.
(3) Standing Committees shall have a term of 1 year. Where a member of a Standing Committee ceases being a member as provided for in Article 9, resigns or is unavailable, the Chair, in consultation with the Executive Committee may appoint another member in their stead.

**Membership Committee**

1. 16. The Membership Committee shall represent the welfare of members, and promote recruitment and training of new members about the Society. The Committee shall advice on questions of quorum and membership as well as reinstatement of members as provided for in Article 7
	1. 17. The Budget and Finance Committee shall ensure the accuracy of the accounting of the Society's funds for the relevant year period in collaboration with the Treasurer. The Committee shall also verify the accuracy of the Financial Report prepared by the Treasurer before submission to ISOC.
	2. 18. The Program Committee shall plan and make arrangements for the Society activities in accordance with the member’s interest and the objects of the Society as set forth in the Article 2.
	3. 19. (1) The Director, in consultation with the Executive Committee may appoint not more than five temporary committees at any time.

**Budget Committee**

**Program Committee**

**Temporary Committees**

(2)The duties of temporary committees must be consistent with the purposes of the Society objectives and these By-laws; provided such committees' purposes are not in conflict with any of the permanent Standing Committees. In the event of a disagreement in this connection, the Board of Trustees shall settle the disagreement in question.

**Meetings**

1. 20. (1) The supreme authority of the Society shall be vested in the General Meetings of the members.

(2)The Annual General Meeting (AGM) shall be held within four months to the close of the Society’s year..
(3)Special General Meetings (SGM) of the members shall be called as the need arises, by the Board of Trustees, the Chair or by the motion of at least a third of the members.
(4) The Secretary shall, at least 15 days prior to the date of the AGM, send out a notice of the meeting indicating the time, venue, agenda and elections to be held, if any. The notice of every special meeting shall state briefly the special purposes of such meeting.
(5)A quorum for a General Meeting shall consist of a third of active members.
(5)Each member shall have one vote at a General Meeting.

**Funds**

1. 21. (1)The funds of the Society shall be derived from members’ subscriptions, gifts, grants and donations.

(2)Disbursements from the Treasury for Society expenditures shall be made by the Treasurer and countersigned by the Director and Secretary. Any other Officer may have such authorization only if approved by the Board of Trustees. All such expenditures shall be included in the relevant minutes of the General Meeting. Any disbursements outside the budget must be approved by the Executive Committee.
(3)The fiscal year of the Society shall be from July 1st to June 30th of each year.

**Dissolution**

1. 22. (1)Dissolution of this Society by consent of the members shall be by unanimous agreement of all its Officers together with a majority vote at General Meeting.

(2)Should this Society be dissolved, its assets shall be transferred to the Internet Society (International Headquarters).

**Miscellaneous**

1. 23. In the event of an ambiguity in the interpretation of any provision of these By-laws, the Board of Trustees shall resolve such ambiguity, and the By-laws shall be amended to reflect such resolution in accordance with ISOC procedures.
2. 24. No official business of the Society, the Board of Trustees, the Executive Committee, or any Standing Committee shall be conducted unless a quorum of the relevant body is present, as the case may be.
3. 25. In the event of any tie votes of the general membership, the Chair shall have a casting vote.
4. 26. Unless otherwise specifically provided for in these By-laws, a simple majority of the members of the relevant body (as the case may be), who are present and voting shall be required to carry a motion or nomination.
5. 27. These By-laws or any provision thereof may be amended or repealed by a majority vote of the members at any General meeting duly held for the purpose. All proposed changes to these By-laws shall have been approved by at least 20 members before being presented to the Society members for a vote.

Adopted this ………………………….. day of ………………………………………, 2012 in ……………………………………………..by the affirmative vote of the undersigned members representing a majority of the members of the Society in a special meeting duly held for the purpose.