CONSTITUTION

ASSOCIATION OF ANIMATION ARTISTES KENYA

An Association incorporated under the Societies Act, Chapter 108 of the Laws of Kenya

1. NAME

The name of the association shall be "Association of Animation Artistes Kenya", hereinafter simply referred to as "the Association". It shall have its registered office in Nairobi, within the Republic of Kenya.

2. OBJECTS

The Objects of the Association shall be to:

1. Promote the industry of animation in the Republic of Kenya
2. Promote all the objects of the Association in a non-political manner.
3. Support and encourage all forms of animation education, guiding the much it can towards the best and most professional training methodologies.
4. Support the preservation and critical evaluation of animation history in Kenya and other parts of the World as may be compatible with the objects of the Association.
5. Recognize achievement of excellence in the art and field of animation.
6. Increase the public awareness of animation through the mass media, and cultural festivals.
7. Act as a liaison entity to encourage the free exchange of ideas within the animation community in furtherance of the objects of the Association.
8. Encourage journalism-documenting of current trends and activities in animation in all its diverse forms.
9. Encourage the social interaction of professional and non-professional animation enthusiasts.
10. Encourage the development and expression of all forms of animation.
11. Establish an Animation Resource Centre as a multi-purpose facility used for receptions, screenings and classes, featuring exhibitions and serving as the Association's headquarters.
12. Promoting the Animation Resource Centre as a museum space, a research library, and as providing additional space for seminars and workshops.
13. Screening of animated productions.
14. Hold seminars and workshops to train aspiring artists and other enthusiasts in animation art, techniques, and industry.

15. Organize and oversee "Meet the Artist" events to be associated with screenings or other industry-related events such as expos and seminars promoting the objects of the Association.
16. Give awards to honour individuals who have made significant contributions to the art of animation, which shall include the year's best animation efforts, recognizing outstanding productions in feature films, videos, television programs, commercials, animated interactive productions, as well as individual achievement by artists, writers, and voice talent.
17. Establish funds and work with funding agencies to meet the objectives of the Association.
18. Establish an archive of the papers, production materials, publications and artwork of animation artists, organizations and studios, making them available to scholars, journalists and filmmakers.
19. Liaise with like minded Associations in promoting the achievements of the objectives of the Association.
20. Acquire land and structures in furtherance of the objects of the Association.
21. Open and operate bank accounts with reputable financial institutions and banks within and without the Republic of Kenya.
22. Acquire equipment employed in furtherance of any or all of the objects of the Association.
23. Join with any quasi-Government, Non-Governmental Organizations to achieve the objects of the Association.
24. Create and maintain websites and social media platforms in furtherance of the Objects of the Association.
25. Perform any task or object as by law envisaged of Associations duly registered in the Republic of Kenya.
26. Acquire any asset, including having such asset registered in the name of the Association in furtherance of its objects above listed and to pledge such asset as a lien, as long as such an object is consistent with the Objects of the Association and with the consent of the members.
27. Work with relevant bodies to establish such things as and not exclusive to work ethics, intellectual property rights, wage rates or salary rates.
28. Quality assurance and star rating for animation work of members and training colleges.
29. Advise and set pricing for animation services and products.
30. Advise on animation curriculum and training to all training institutions.

3. MEMBERSHIP

Any artist of Kenyan citizenship or residence over the age of 18 years shall be eligible for membership of the Association as provided for in the categories defined below. (Under the association, an artist is defined as any person who contributes either directly or indirectly to animation production.)

Members shall, subject to the approval of the committee, become a member on payment of an entrance fee of:

a) **Regular Membership - (KShs. 3,000)**
The fee shall include the full membership benefits to the forums, discounted entry to workshops, seminars, newsletters and other paying events.

b) Student Membership (Under the age of 26 Years)- (KShs. 1,000)
The fee shall entitle the member to similar benefits as those of General membership, but discounted for full-time students. (Eligibility to such membership shall include a photocopy of the current student ID upon registration.)

c) Studio Membership - (KShs. 30,000)
The fee shall include the full membership benefits to the forums, discounted entry to workshops, seminars and other paying events, as well as use of equipment at the Animation Resource Centre for personal projects or discounted rates for commercial work.

d) Corporate Membership - (KShs. 120,000) for companies
This shall include the full membership benefits for 20 employees as outlined above. Broadcast Media houses, NGO's and the UN shall be encouraged by the Association into subscribing to membership under this category. Corporate membership is entitled to one vote. This involves the provision of permits or certificate for animation production or related activities.

Additional Corporate Members - (KShs. 6,000)
Includes the full membership benefits extended to the registered corporate organization.

e) Institutional Membership – (Ksh. 30,000)
This shall include institutions that train animation artists.

f) Patron Membership - By Invitation
This shall include General and International membership by invitation. In addition, a contribution is made to the Animation Archive, Animation Preservation Project and the Education Endowment Funds.

4. General Membership Rules

i) Every member shall pay an annual subscription fee of the figure indicated in article 3 above by the 1st February; otherwise the member shall forfeit his/her right to vote at the General Meeting, membership and all the accruing membership benefits.

ii) Any member desiring to resign from the association shall submit his (which expression shall hereinafter include "her", and "it" or "its") resignation to the secretary of the Association, which shall take effect from the date of receipt by the secretary of such notice.

iii) Any member may be expelled from membership if the committee so recommends and if at a special general meeting of the association 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, or that he has contravened any of the provisions of he constitution of the society.

iv) The committee shall have power to suspend a member from his membership until the next general meeting of the association 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.

v) Any person 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.

vi) Any member who falls into arrears with his annual subscription for more than six months shall automatically cease to be a member of the association and his name shall be struck off the register of members. The committee may, however, at its discretion, reinstate such members on payment of the total amount of subscription outstanding.

vii) Each membership is entitled to one vote during AGM or any other voting

5. OFFICE BEARERS

The office bearers of the Association shall be-

1. The Chairperson
2. The Vice-Chairperson
3. The Secretary
4. The Assistant Secretary

5. The Treasurer

a) All of the Association's office bearers shall be fully paid-up members of the association and shall be elected during the annual general meeting.

b) All office bearers shall hold office from the date of election for a period of 2 years subject to the conditions contained below, but shall be eligible for re-election.

c) Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.

d) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule 4-iii and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

6. DUTIES OF OFFICE BEARERS

a) Chairperson

The Chairperson shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings.

b) Vice-Chairperson

The vice Chairperson shall perform any duties of the Chairperson in his/her absence.

c) Secretary

The Secretary shall deal with all the correspondence of the association under the general supervision of the committee. In case of urgent matters where the committee cannot be consulted, the secretary shall consult the Chairperson or if not available, the Vice –Chairperson.

The decisions reached shall be subject to ratification or otherwise at the next committee meeting.

The secretary shall issue notices convening all meetings of the committee and all general meetings of the association and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Association and of the committee.

d) Assistant Secretary

In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary and such other duties as shall be assigned to him/her by the Secretary or committee whether the Secretary is present or not.

e) Treasurer

The Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the association and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him.

The Treasurer shall be responsible to the Committee and to the members that proper books of account of all moneys received and paid by the association are written up, preserved and available for inspection.

7. THE COMMITTEE

a) The committee shall consist of all the office bearers of the Association and five other members elected at the annual general meeting in each year; such committee members shall hold office until the following annual general meeting. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in every three months.

In case of any vacancies for member(s) of the committee caused by death or the resignation of a committee member, the committee shall fill the vacancy until the next annual general meeting of the Association. Vacancies caused by members of the committee removed from office will be dealt with as shown in rule 4d).

The committee members will be paid a sitting allowance.

8. DUTIES OF THE COMMITTEE

a) The committee shall be responsible for the management of the Association and for that purpose shall gives directions to the office bearers as to the manner in which, within the law, they shall perform their duties.

b) The committee shall have power to appoint such sub-committees as it may deem desirable to make reports to the committee upon

which such action shall be taken as seems to the committee desirable.

c) All moneys disbursed on behalf of the association shall be authorized by the committee except as specified hereinafter.

d) The quorum for meetings of the committee shall be not less than seven members.

9. MEETINGS OF THE ASSOCIATION

There shall be two classes of general meetings: annual general meetings and special general meetings.

A) Annual General Meeting

i) The annual general meeting shall be held not later than February 28 in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and, where practicable, by Press advertisement not less than 14 days before the date of the meeting.

ii) The agenda for annual general meeting shall consist of the following:
   i) Confirmation of the minutes of the previous annual general meeting
   ii) Consideration of the accounts.
   iii) Election of office bearers and the committee members (and trustees where necessary in accordance with these rules).
   iv) The outgoing officials will be responsible for a smooth transition and handover to the new officials.
   v) Appointment of auditors in accordance with these rules.
   vi) Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting.
   vii) Any other business with the approval of the Chairperson ChairpersonChairperson.
   viii) Quorum for general meetings shall be not less than 51% of the registered members of the Association.

B) Special General Meeting

i) A special general meeting may be called for any specific purpose by the committee.

ii) Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by Press advertisement not less than 7 days before the date of such meeting.

iii) A special meeting may also be requisitioned for a specific purpose by order in writing bythe secretary. The Special general meeting shall be held within 21 days of the date of the requisition and shall consist of not less than a third of the members. .

iv) The notice for such meeting shall be duly issued and no matter shall be discussed other than that stated in the requisition.

10. PROCEDURE AT MEETINGS

a) At all meetings of the association the Chairperson, or in his/her absence, the Vice-Chairperson, or in the absence of both these officers, a member selected by the meeting shall take the chair.

b) The Chairperson may at his discretion limit the number of persons permitted to speak in favour of and against any motion.

c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairperson shall have a second or casting vote.

11. TRUSTEES

a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than five trustees who shall be members of the Association and shall be appointed at an annual general meeting for a period of three years.

b) On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting

c) The trustees shall pay all income received from such property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks fit.

12. AUDITOR

a) An auditor shall be appointed for the following year by the Association members at the annual general meeting.

b) All the Association's accounts, records and documents shall be opened to the inspection of the auditor at any time.

c) 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 three months before the date of the annual general meetings.

d) The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law, or report to the Association in what respect they are found to be incorrect, unvouched or not in accordance with the law.

e) A copy of the auditors 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 appointing him.

f) No auditor shall be an office bearer or a member of the committee of the Association.

13. FUNDS

a) The funds of the Association may only be used for the following purposes: -

   i. Acquisition of assets in furtherance of the objects of the Association.
   ii. Payment of duly vouched for creditors.
   iii. Payment of any lawfully due Government levies and related duties.
   iv. Payment of utility expenses duly incurred by the Association.

v. Payment of any bank charges that are lawfully due from the Association.
vi. Payment of any levies by statutory bodies.
vii. Any other sum duly authorized by the Association.

b) All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Association in any bank or banks approved by the committee.

c) No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the Association who shall be appointed by the committee.

d) A sum not exceeding Kenya Sh. 5000 may be kept by the Treasurer for petty disbursements of which proper account shall be kept.

e) The committee 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 Association and shall have power to appoint another person in his place.

PROVIDED THAT such suspension shall be reported to a Special 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.

f) The financial year of the association shall be from 1st of January to 31st December.

14. BRANCHES

a) Branches of the Association may be formed with the approval of the committee and the Registrar of Societies and they will adopt the same constitution as that of the headquarters with the following exceptions:

i) The aims and objects will not include the formation of sub-branches.
ii) Amendments to this Constitution shall only be made by the headquarters of the Association in accordance with the provisions herein set out.

b) The provisions of the rule on the dissolution of the Association shall apply to branches but, in addition thereto, branches will not be dissolved without consultation with the headquarter.

15. AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Association must be approved by at least a two-thirds majority of members at a general meeting of the Association.

16. DISSULUTION

a) The Association 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.

b) The quorum at the meeting shall be two thirds of the membership.

c) If no quorum is obtained at such a meeting convened for the purpose of dissolving the Association, the proposal to dissolve the Association shall be submitted to a further general meeting, which shall be held not less than one month later.

d) Notice of this meeting shall be given to all members of the Association at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present, but not less than half of the Association's membership.

PROVIDED, however, that no dissolution shall be effected without prior permission in writing of the Registrar of Societies, obtained upon application to him made in writing and signed by three of the office bearers.

e) When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the committee or any office bearer of the Association in connection with the aims of the Association other than to get in and liquidate for cash all the assets of the Association.

f) Subject to the payment of all the debts of the Association, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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

18. LIABILITY OF MEMBERS

No member shall be liable in his or her individual capacity of the actions of the Association, nor shall the Association bear liability for the members' actions that are in violation of any written law.

PROVIDED that the office bearers shall bear responsibility for such act or omission as is attributable to their negligence, breach of the law, or wilful misconduct.