



The United Kenya Club

STATE HOUSE ROAD. P. O. BOX 42220 – 00100,
MOBILE: 0711 239122

Email: info@unitedkenyaclub.com or reservations@unitedkenyaclub.com
Website: www.unitedkenyaclub.com

THE UNITED KENYA CLUB

ELECTION RULES AND PROCEDURE FOR ELECTION OF BOARD MEMBERS.

1.0 Background

- a) At the Club's extraordinary general meeting held on 5 October, 2017, members adopted a revised Articles of Association and the Club's By-laws. Read together, these two form the basis of the Club's regulatory framework.
- b) It is provided in the By-laws that in event of any inconsistency between the By-laws and the Articles of Associations, the Articles shall prevail.
- c) The Electoral Committee (the Committee) is established in pursuance to Article 41 of the Club's Articles of Association (Articles).
- d) The initial Committee was constituted by the Board at its meeting held on 1st November, 2018 and shall consist of FIVE FULL members of at least six years standing, assisted by the Company Secretary of the Club.

2.0 Objectives of the Rules

- a) To help the Club ensure that competent leaders are identified and elected to the lead the Club.
- b) To ensure orderliness before, during and after the elections.
- c) To put in place, the vetting guidelines.
- d) To prescribe the electoral process, including eligibility and qualifications.
- e) To control the mode of voting during elections.
- f) To guide in the voting and appeal process.

3.0 Duties and Powers of the Committee

- a) To call and receive nominations for the position of member of the Board of Directors.
- b) To vet and appraise the nominated candidates and communicate to them on status of their application.
- c) To determine if any candidate needs to appear before it to clarify any issue deemed necessary.
- d) To establish a vetting process and guidelines for nominated candidates for membership of the Board of Directors and determine their eligibility, suitability and qualification for the position as provided in the Articles of Association.
- e) To draw up a list of all members of the Club eligible and qualified to vote and circulate the same to the membership as provided in the Articles of Association.
- f) To prepare the list of eligible candidates who have been vetted and circulate to the membership as provided in the Articles of Association.

- g) To develop its own rules of procedure and submit to the Board of Directors for approval.
- h) To establish the number of Directors due for retirement by rotation and declare their positions vacant as provided in the Articles of Association.
- i) To establish the eligibility, suitability and qualification of any candidate for the position of the Director as may be recommended by the Board of Directors as provided in the Articles of Association.
- j) To design and oversee the production of the nomination and voting papers.
- k) To appoint a Returning Officer from among themselves to oversee the election process and announce the outcome of the voting process.
- l) To establish guidelines on the appeal process for candidates who may be disqualified.

4.0 Meetings of the Committee

- a) Members of the Committee may meet together for the dispatch of their business, adjourn, and otherwise regulate their meetings as they consider fit.
- b) The quorum for Committee meetings shall be three members present in person.
- c) In the absence of the Chairman, members present shall appoint one of them to be the chairman of the meeting.
- d) Notice of Committee meetings shall be by electronic form or telephone or any other method agreed by the members.
- e) The Committee's decisions shall be taken by a majority of the members forming a quorum.
- f) The Secretary shall prepare a report of the committee's deliberations and signed by the Chairman as the record of the committee's decisions or recommendations.

5.0 Elective Position, Composition and Term of Office

- a) It is declared for the purpose of these rules that the position of a member of the Board of Directors shall be elective, unless otherwise appointed by the Board to fill a casual vacancy in the Board or as an addition to the existing Directors in accordance with the Articles of Association.
- b) The maximum number of directors shall be 15 members and each member shall serve for a maximum of two elective consecutive terms of 3-years each.
- c) Board members retiring by rotation shall be determined by length of time served or by lot or any other formulae generally agreed between the affected members.
- d) The Board Members elected will elect from amongst themselves the Honorary Officers of the Club.
- e) In case of a reconstitution of the offices of the Honorary Officers, the members retain their year of retirement regardless of the position in the Board.

6.0 Qualifications for Membership of the Board.

6.1 Eligibility to Vie for Directorship

Candidates for membership of the Board:

- a) Must be 30 years and above.

- b) Must be up to date with their contributions up to and including the month immediately before the date of the elections.
- c) Must show evidence of active and consistent participation in the activities of the Club for at least TWO years prior to their nomination and subsequent election to the Board.
- d) Must not be insane.
- e) Must not have been declared bankrupt.
- f) Must not have been suspended as members awaiting any disciplinary proceedings or expulsion from the Club.
- g) Must not have issued any notice of withdrawal or resignation from the Club or change of their membership status in the Club.
- h) Must not have been convicted of a criminal offence or abuse of office.
- i) Must not have been dismissed from employment due to a criminal activity. In this connection, the candidate must undertake to authorize the committee to contact his present and past employers should it wish to do so.
- j) Must generally meet the minimum expectations of leadership and integrity as provided in Chapter Six of the Kenyan Constitution Act of 2010.
- k) Must take a declaration that all the information provided is true beyond any doubt.

6.2 Skills and Competencies

The candidate should generally demonstrate leadership and competency skills suitable for the position of a director, prepared to show commitment to the Club's rules and regulations and at all times, subordinate their personal interest to that of the Club.

7.0 Members Eligible to Vote

Any Full Member of at least THREE years standing is eligible to vote provided that he is a member in good standing as required by the Club's Articles of Association and the By-laws. In addition, they must also meet the following:

- a) They must be 27 years and above.
- b) They are up to date with their contributions up to and including the month immediately before the date of the elections.
- c) They are not insane.
- d) They have not been declared bankrupt.
- e) They have not been suspended as members awaiting any disciplinary proceedings or expulsion from the Club.
- f) They have not issued any notice of withdrawal or resignation from the Club or change of their membership status in the Club.
- g) Must produce identification of membership as required by the Club before voting.

8.0 The Vetting and Appraisal Process

- a) The Committee shall carry out the initial vetting and appraisal of the information submitted by candidates to ensure that they meet the requirements as per the Articles, the By-laws and other applicable guidelines.

- b) At the Committee's discretion, it may determine that any particular candidate shall appear before it for further interrogation and clarification of matters needing such clarifications.
- c) A listing of all qualified candidates shall be circulated to all eligible members to vote as provided in the Articles and displayed on the Club's Notice Board as well.
- d) Candidates who will not have been approved to stand for elections will be individually notified immediately and may appeal the decision of the Committee for reconsideration.

9.0 Closing of the Voters Register

- a) The Electoral Committee shall close the Register of Members 48-hours before the day appointed for the elections in order to determine the members eligible to vote. Any member who makes payment after the closure of the register in an attempt to regularize his membership status shall not be allowed to vote.
- b) The Committee shall inspect the register for authenticity, validity and integrity immediately after the closure.

10.0 Voting Methods and Procedure

10.1 Voting By Show of Hands

Voting by show of hands shall be the first option to be applied in the election of Directors at a general meeting of members, and in this case:

- a) The Returning Officer shall tally the votes cast by show hands to determine the winner.
- b) The votes announced for each candidate by the Returning Officer shall be recorded in the minutes and shall be conclusive evidence of the decision of the meeting.

10.2 Secret Ballot

- a) In the case of secret ballot where a poll has been demanded in accordance with the Articles, members shall be issued with serially numbered ballot papers to be used to cast their votes.
- b) Voting shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- c) The Chairman's decision as to the time for taking a poll shall be final.
- d) Any other business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.
- e) Each member taking part in the voting process can only mark against the maximum number of vacancies available.

10.3 Announcement of the Winning Candidate

- a) A declaration by the Returning Officer, whether in a vote by show of hands or poll shall be final.
- b) The term of office for newly elected members will begin immediately after confirmation at the end of the general meeting at which they are elected.

- c) In the event of the death of a candidate after nomination but before the day of the general meeting, the remaining candidates shall proceed to the election. If the death results in a casual vacancy, the Board may fill the position as provided in the Articles of association.

11.0 Appeal Against the Vetting and Voting Process

- a) Appeals from the vetting or voting processes shall be handled by the Electoral Committee as follows:
 - 1. In the case of appeals from the vetting process, candidates shall be required to submit their appeals within 24-hours of being notified of the vetting outcome by the Committee.
 - 2. The candidate shall immediately be invited to appear before the Committee to argue his case.
 - 3. In the case of appeals from the voting process, candidates shall be required to submit their appeals within 72-hours of being notified of the vetting outcome by the Committee.
 - 4. The determination of the appeal process shall be final.
- b) Appeals shall be rejected on the following grounds:
 - 1. Late submission of the nomination papers by the candidate.
 - 2. Submission of insufficient or unsatisfactory evidence/information to the Committee.
 - 3. Any other reason that relates to the candidate's eligibility, qualification or suitability.