

## **KENYA UNCREWED AIRCRAFT SYSTEMS ASSOCIATION (KUASA)**

### **CONSTITUTION AND RULES**

#### **1. NAME**

The name of the Association shall be Kenya Uncrewed Aircraft Systems Association (KUASA) (In this constitution referred to as “the Association”)

#### **2. Objective:**

To promote and develop the responsible use of UAS, while advocating safety and providing a voice to the sector.

#### **3. Mission:**

To foster a collaborative ecosystem that promotes safety, sustainability, and ethical practices in the deployment of UAS technologies.

#### **4. Vision:**

To be the leading association for a dynamic UAS ecosystem that revolutionizes industries, fosters economic growth, and addresses societal challenges while upholding the highest standards of safety, ethics, and environmental stewardship.

#### **5. MEMBERSHIP**

##### **Member entrance criteria**

- a) The committee must approve all new members.
- b) ROC, UTO, UAS Reseller, RPL, RPA certificate holders will generally be approved unless the committee feels their membership could bring disrepute to the Association.
- c) Aviation and Educational Clubs, Associations, Societies and Organizations that fit the societies mission will generally be approved unless the committee feels their membership could bring disrepute to the Association.
- d) Entities affected by the use or restriction of UAS use will generally be approved, unless the committee feels their membership could bring disrepute to the Association.

##### **Entrance fees**

- e) Any Person, over the age of eighteen years, Business and Society shall be eligible for full membership of the Association and shall, subject to approval of the committee,

become a member under the following categories on payment of the respective entrance fees.

- (I) **Corporate** (e.g. ROCs, UTOs, UAS Resellers, Businesses, Educational Organizations) – **10,000 Ksh**
  - a. Members that have multiple titles such as ROC +UTO will not be charged per title.
- (II) **Associate** (e.g. Clubs, Associations and Societies) - **10,000 Ksh**
  - a. Members that have multiple titles such as ROC +UTO will not be charged per title.
- (III) **Individual – 3,000 Ksh**

f) Every member shall pay an annual subscription of

#### **Annual subscriptions**

- (I) **Corporate**
  - a. Members that have multiple titles such as ROC +UTO will not be charged per title.
  - b. Size of entity:
    - i. 0 to 10 employes **30,000 Ksh**
    - ii. 11 to 50 employees **50,000 Ksh**
    - iii. 50+ employees **100,000 Ksh**
- (II) **Associate**
  - a. Members that have multiple titles such as Club + UAS Reseller will not be charged per title.
  - b. Size of entity:
    - i. 0 to 50 members **30,000 Ksh**
    - ii. 50 to 200 member **50,000 Ksh**
    - iii. 200 to 1000 members **100,000 Ksh**
- (III) **Individual – 12,000 Ksh**

not later than the 30<sup>th</sup> day of January.

- g) Any member desiring to resign from the Association shall submit his resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.
- h) Any member maybe expelled from membership if the committee so recommends and if a general meeting of the Association shall resolve by a two-thirds majority of the members present that such a member should be expelled on grounds that his conduct has adversely affected the reputation or dignity of the Association, or that he has contravened any of the provisions of the constitution of the Association. The committee shall have power to suspend a member from his membership until the next general meeting of the Association following such suspension but not withstanding 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. 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.
- i) Any member who falls into arrears with his monthly subscription for more than three 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, as its discretion, reinstate such member of the total amount of subscription outstanding.

## **6. OFFICE BEARERS**

- a) The office bearers of the Association shall be:
  - i. The Chairman
  - ii. The Vice-Chairman
  - iii. The Secretary
  - iv. The Treasurer

All of whom shall be fully paid-up members of the Association and shall be elected at the annual general meeting to be held in each year. (See also rule 6 (b) below).

- b) All office bearers shall hold office from the date of election until the succeeding annual general meeting subject to the conditions contained in sub-paragraphs(c) and (d) of this rule 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 it is laid down for the expulsion of members in rule 3 (d) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

## 7. DUTIES OF OFFICE BEARERS

- a) **Chairman**-the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings.
- b) **Vice-Chairman**-the Vice-Chairman shall perform any duties of the Chairman in his absence.
- c) **Secretary**- the Secretary shall deal with all the correspondence of the Association under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, he shall consult the Chairman or if he is not available, the Vice –Chairman. The decisions reached shall be subject to ratification or otherwise at the next committee meeting. He shall issue notices convening all meetings of the committee and all general meetings of the Association and shall be responsible for keeping for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Association and committee.
- d) **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 is 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.

## 8. THE COMMITTEE

- a) The committee shall consist of **all the office bearers** of the Association and **three** other members elected at electoral annual general meeting every two years; such committee members shall hold office for 2 years or until the next annual electoral annual general meeting. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.
- b) Any casual vacancies for members of the committee caused by death or resignation shall be filled by the committee 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 4(d).

## 9. DUTIES OF THE COMMITTEE

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

- b) All moneys disbursed on behalf of the Association shall be authorized by the committee except as specified in rule 12(d).
- c) The quorum for meetings of the committee shall be not less than **two thirds of the members**.

## **10. GENERAL MEETINGS**

- a) There shall be two classes of general meetings-annual general meetings and special general meetings.
- b) (i) The annual general meeting shall be held not later than the 31<sup>st</sup> of December, in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of account (see rule 11 (b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.  
(ii) The agenda for any annual general meeting shall consist of the following:
  - a) Confirmation of the minutes of the previous annual general meeting.
  - b) Consideration of accounts.
  - c) Election of office bearers and the committee members (and trustees where necessary in accordance with rule 10 (a).
  - d) Appointment of editors in accordance with rule 11(a).
  - e) Such other matters as the committee may decide or as to which notice shall have been given in writing by a member to the secretary at least four weeks before the date of the meeting.
  - f) Any other business with the approval of the Chairman
- c) A special general meeting may be called for any specific purpose by the committee.  
Notice in writing via email of such meeting shall be sent to all members not less than 7 days before the date thereof.
- d) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than **a third of the members** and such meetings shall be held with 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 8 (c) and no matter shall be discussed other than that stated in the requisition.
- e) Quorum for general meetings shall be not less than **two thirds of the registered members of the Association**.

## **11. PROCEDURE AT MEETINGS**

- a) At all meetings of the Association the Chairman, or in his absence, the Vice-Chairperson, or in absence of both these offices, a member selected by the meeting shall take the chair.
- b) The chairman may at his discretion limit the number of persons permitted to speak in favor 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 Chairman shall have a second or casting vote.

## **12. 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 **three** trustees who shall be members of the Association and shall be appointed at an annual general meeting for a period of three years. 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.
- b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in opinion of trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks is fit.

## **13. AUDITOR**

- a) An auditor shall be appointed for the following year by the annual general meeting. All the Association 's accounts, records and documents shall be opened to the inspection of the auditor at any time. 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 meeting. 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.
- b) A copy of the auditor's 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 is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.
- c) No auditor shall be an office bearer or a member of the committee of the Association.

## 14. FUNDS

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

- I. **Operational Expenses** - Administrative costs, such as office supplies, utilities, software and rent for meeting spaces.
- II. **Event Planning** - Organizing conferences, workshops, seminars, or other events related to the committee's mission.
- III. **Research and Development** - Funding research projects or studies related to the committee's area of focus.
- IV. **Education and Training** - Developing educational materials or resources for the committee's target audience. Conducting training programs, workshops, or webinars for members or the public.
- V. **Advocacy and Outreach** - Supporting campaigns, marketing efforts, or public relations initiatives to raise awareness about the committee's goals.
- VI. **Legal and Compliance** - Covering legal fees associated with compliance, regulatory matters, or any legal issues relevant to the committee's activities.
- VII. **Technology and Infrastructure** - Investing in technology infrastructure, such as website development, software tools, and communication platforms.
- VIII. **Scholarships and Grants** - Offering scholarships or grants to individuals or organizations that align with the committee's mission.
- IX. **Community and Social Programs** - Supporting community initiatives, charitable contributions, or social programs aligned with the committee's mission. Investing in projects that benefit the broader community or specific target groups.
- X. **Travel Expenses** - Reimbursing travel expenses for committee members attending conferences, meetings, or events.
  - a) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by them in the name of the Association in any bank account approved by the committee.
  - b) 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 and two other office bearers of the Association who shall be appointed by the committee.
  - c) A sum not exceeding Sh. 10,000 may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
  - d) 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. Such

suspension shall be reported to a 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.

- e) The financial year of the Association shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **15. BRANCHES**

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:

- a) The aims and objects will not include the formation of branches.
- b) Amendments to the constitution can only be made by the headquarters of the Association in accordance with the provisions of rule 14.
- c) The provisions of rule 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

## **16. AMENDMENTS TO THE CONSTITUTION**

Amendments to the constitution of the Association must be approved by at least two-thirds majority of members at a general meeting of the Association. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

## **17. DISSOLUTION**

- a) The Association shall not be dissolved except by a resolution passed at a general meeting of members by vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further general meeting which shall be held one month later. 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.
- b) Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.
- c) When dissolution of the Association has been approved by the Registrar no further action should 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. Subject to payment of all the debts of the Association, the balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.



## **18. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of account and all documents relating thereto 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. (This rule applies to registered societies only)

SOC/GEN/2  
10<sup>th</sup> June, 1969

DEPARTMENT OF THE REGISTRAR GENERAL  
P.O Box 30031 00100, NAIROBI. KENYA

