

**The Kenya Association of Library and Information Professionals (KLA)
DRAFT CONSTITUTION AND BY-LAWS**

REVIEWED 2012

In the construction of this constitution, Library and Information Professionals include: Archivists, Librarians, Information Scientists, Knowledge Managers, and Record Managers.

Preamble

We the library and information professionals of Kenya–

ACKNOWLEDGE the need for an all embracing national association;

PROMOTE the welfare of library and information professionals

COMMIT to set, maintain, monitor and promote standards of excellence in creation, management and exploitation of information and knowledge resources for learning, research, recreation;

ADOPT, ENACT and give this constitution to ourselves and to our future generations.

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Name

The name of the Association shall be “*The Kenya Association Library and Information Professionals*” hereinafter called the **Association**.

Objectives

The objects of the Association shall be:

- a) To unite all persons engaged or interested in library and information management and services;
- b) To promote, lobby and advocate for library and information professionals;
- c) To establish and maintain standards in training and practice of library and information profession;
- d) To foster and promote education, training, research and invention in library and information science;
- e) To establish linkages and cooperation with local, regional and international associations and organizations; and
- f) To influence legislation and policies in library and information management and services.

Branches, Chapters, Sections and Groups

- a) Branches of the Association may be established in any geographical area or town where this is so requested by members living there as prescribed in this constitution and the By-Laws; and such
 - (i) Branches shall be established in a manner and upon such conditions as shall be approved by the council as the by-laws prescribe.
 - (ii) Branch office bearers shall comprise of:
 - a. Chairman,
 - b. Vice Chairman,
 - c. Secretary,
 - d. Treasurer and;
 - e. Editor.
 - (iii) The purpose of the branch shall be to further the objectives of Association within its area and to unite members by means of registration, meetings, conferences, seminars and workshops.
 - (iv) The branch committee shall not make any decisions that affect the Association as a whole or external relations with other organizations without approval from the EC.
 - (v) The chair of the branch shall make biannual reports to the EC and also send all the books of accounts to the EC for auditing and for the information and consideration by the EC.
 - (vi) Branches shall remit all monies collected to the Honorary Treasurer.
 - (vii) The EC shall remit an agreed upon Percentage (%) of monies at the AGM to the branch.
 - (viii) All activities of the branch shall be open to all members of the association with exception of the Branch AGM.
 - (ix) A branch may be dissolved by the council if it becomes inactive or

fails to comply with the provisions in this constitution and the by laws.

- b) Chapters, Sections, Groups shall be established within the Association in the manner prescribed in the By-laws
 - (i) To represent each of the principal professions, sections and groups concerned with library and information management and services, and
 - (ii) Such Chapters, Sections, Groups shall be composed of members of the Association of each individual profession.

Membership

- a) Membership of the Association shall be open to persons or corporate bodies with genuine professional and active vocational interest in library and information management and services.
- b) Qualifications and Categories of Membership
 - (i) The qualifications and categories of membership shall be determined under the By-Laws promulgated by the council in accordance with the Constitution
 - (ii) The Membership, qualifications and categories as set out in the By-Laws of Association shall apply until otherwise repealed or altered by the Council in accordance with the Constitution.
- c) A person or corporate body shall be eligible for admission as a member Provided that such person or corporate body is;
 - (i) actively interested in promoting objectives of the Association ;
 - (ii) engaged in library and information management and services;
 - (iii) associated with the administration of library and information systems
 - (iv) meeting the eligibility criteria stipulated in this Constitution and the By-Laws for appropriate category of membership, and
 - (v) a member on payment of the fees provided for in the By-Laws
- d) The Membership of the Association shall comprise the following categories:
 - (i) **Full members** of the Association shall be persons who have qualified and accepted the conditions of the Association as the By-Laws prescribe. A full Member who has not paid his annual subscription, or who is a defaulter under the By-law, shall not vote. Full members may use professional affixes in the manner and on such conditions as the By-laws prescribe.
 - (ii) **Honorary Members** shall be persons that the council considers to have rendered distinguished service in promoting the objectives of the association and may be appointed as such at any Annual General Meeting. Honorary members shall not be actively engaged in library and information management and services.
 - (iii) **Institutional members** shall be corporate bodies involved in training in library and information sciences and information management and services.
 - (iv) **Associate members** shall be persons who have passed prescribed examinations and have fulfilled such conditions as the By-Laws prescribe.

- (v) **Student members** shall be persons who have been duly admitted in a recognized institution pursuing a course that leads to library and information sciences qualification. Such a person ceases to be a student member on completion of the course.
 - (vi) **Visiting Members** shall be persons who are in Kenya for not more than three years and who have fulfilled such conditions as the By-laws prescribe.
 - (vii) **Corresponding Members** shall be persons residing outside Kenya who have fulfilled such conditions as the By-laws prescribe.
- e) Every member shall be bound by and shall adhere to the principles of professional conduct and Code of conduct published in Appendix 1 to the By-laws, and
- f) A member of the Association shall cease to be a member:
- (i) if such a member resigns by giving notice in writing of resignation,
 - (ii) if the member becomes of unsound mind,
 - (iii) if the member fails to pay subscription fees,
 - (iv) if the member is excluded from membership ,
 - (v) if the member otherwise ceases to qualify for membership under this constitution.
- g) A member may be expelled or suspended from membership of the Association by majority resolution of at least three quarter ($\frac{3}{4}$) of members of the Council. Such member shall have seven clear days of notice of the Council meeting sent to the member and such member shall be entitled to attend the meeting and be heard in defense but shall not be entitled to be present at the voting or take part in the proceedings other than what the Council shall permit.

Council

- (a) There shall be a governing body of the Association herein called the Council, composed of:
- (i) the sitting chairman and
 - (ii) executive officer as the secretary
 - (iii) Three elected representatives each from:
 - Coast and North Eastern,
 - Central, Nairobi and Eastern, and
 - **Rift Valley and western regions.**
 - (iv) Two elected representatives each from the chapters.
- (b) The term of the council shall be three years with a maximum of two terms. The council shall not meet more than four times in a year

Executive Committee

- (a) The office Bearers of the Association shall comprise Honorary Chairman, Honorary Vice-Chairman, Honorary Secretary, Honorary Treasurer, Honorary Editor, Executive Officer, immediate past chair and they shall constitute the Executive Committee.

- (b) The functions of the EC shall be delegated to the Council between meetings, subject to such regulations and limitations as the Council may from time to time impose.
- (c) The management of the affairs and business of the Association shall be vested in and conducted by the EC.
- (d) Elected members of the EC shall serve for an initial term of two (2) years. They may be elected for a further one term of two (2) years but shall take a break of one term before seeking to be elected again. Each elected member shall observe high integrity and leadership skills.
- (e) The EC shall submit to the Annual General Meeting a report on its Activities during the past year and every member of the Association shall be entitled to receive a copy of the report.
- (f) Any resolution of the EC which principally affects the interest of one chapter and/or branch shall be seconded by an official representative of the Chapter or Branch concerned.
- (g) The EC shall cause proper minutes of all General Meetings of the Association and of all meetings of the Council to be taken and recorded.
- (h) The EC shall cause proper accounts of all funds, property, assets and liabilities of the Association to be kept and to be audited as at 31st December every year.
- (i) The EC may appoint such sub-committees as it considers desirable for the efficient performance of its duties. The composition of such sub-committees shall be determined from time to time by the Council as the By-Laws prescribe.

Standing Committees.

- (a) There shall be established Standing Committees of the Association appointed by the EC in this Constitution and the By-Laws. The meetings of the Standing Committees shall be convened as the By-Laws prescribe.
- (b) There shall be established a Committee to be known as the '**Disciplinary Committee**'.
 - (i) The Disciplinary Committee shall consist of seven full members appointed by the EC, three of whom shall be members of the EC
 - (ii) The Disciplinary Committee shall be charged with the duty of considering and deciding any case referred to the EC in the manner and on such.
- (c) There shall be established an **Education committee** of the Association consisting of members appointed by the EC as the By-Laws prescribe.
 - (i) The Education committee shall consist of seven full members appointed by the EC, three of whom shall be members of the EC.
 - (ii) The Education committee shall be charged with the duty of formulating policies on education and training, accreditation, professional ethics and standards in library and information programmes.
- (d) There shall be a Standing **Committee on Membership** appointed by the EC as the By-Laws prescribe.
 - (i) The Membership Committee shall consist of seven members appointed by the EC, three of whom shall be members of the EC.

- (ii) The Membership Committee shall formulate policies relating to membership and coordinate membership promotion activities.
- (e) There shall be established an **Editorial Committee** of the Association consisting of members appointed by the EC.
- (i) The Editorial Board shall consist of the Editor and six other members appointed by the EC, three of whom shall be members of the EC.
 - (ii) The Editorial Committee shall formulate policies relating to publications of the Association.
- (f) There shall be established a **Committee on National, Regional and International Cooperation** consisting members appointed by the EC. The committee shall:
- (i) Consist of seven members appointed by the EC, three of whom shall be members of the EC.
 - (ii) Formulate policies relating to regional and international relations and establish linkages and cooperation with regional and international organizations in the promotion of library and information management and services.
- (g) There shall be established a **finance committee** consisting members appointed by the EC. The committee shall:
- (i) Consist of the treasurer and any other six members appointed by the EC, three of whom shall be from the EC.
 - (ii) Run and advice on the financial affairs of the Association and handle procurement of goods and services.

Representation to Statutory bodies

- (a) The Association may nominate representative to statutory bodies. Such nominations shall:
- (i) Be made from full members of the association by the council as the by-laws prescribe.
 - (ii) No member shall represent the association in more than one body.
 - (iii) No member shall represent the association for more than two terms.

General Meetings

- (a) There shall be Annual General and Special General Meetings of the Association, its Chapters and Branches.
- (i) The General Meetings of the Association shall be convened by the Honorary Secretary on the instructions of the EC Chairman or as the By-laws may prescribe.
 - (ii) There shall be held at least one General Meeting in one year, which shall be known as the Annual General Meeting, at which the agenda shall as prescribed by bylaws.

- (iii) At all General Meetings of the Association, the Chairman, or in his absence the Vice Chairman or in the absence of both of these officers, a member selected by the meeting shall preside as the chair.
- (iv) Resolutions at the General Meetings shall be decided by simple majority by a show of hands. In the case of equality of votes the person who occupies the chair shall have a second or casting vote. In the event of a dispute, a ballot shall be taken.
- (v) Special General Meetings shall be called in such a manner as prescribed in the bylaws

Funds

- (a) Registration fees and annual subscriptions shall be paid to the Association in accordance with the amounts and in such manner as the By-laws prescribe and membership shall be conditional upon this being done.
- (b) The EC shall, subject to such limitations and restrictions as the By-laws prescribe, apply the monies belonging to the Association for the administration of the business of the Association and for promoting the objectives of the Association.

Auditors

- (a) Auditors shall be procedurally appointed at the Annual General Meeting. They shall have access at all reasonable times to the accounts and securities of the Association which shall be audited as at 31st December every year.
- (b) The audited accounts shall be presented by the EC to the Annual General Meeting.

Amendments to the Constitution

- (a) The EC is empowered to create, revoke or amend By-laws to regulate all matters referred thereto by this Constitution and on any other matters on which regulations are required which are consistent with the constitution; provided that the creation, revocation or amendment of By-laws concerning the scale of registration fee, or fees for advancing from one category of membership to another and of annual subscriptions shall only be effected at a General Meeting.
- (b) The amendment to this constitution shall be by a simple majority vote in a referendum of all Full Members following a resolution of the Association in a General Meeting at which the proposed amendment is properly placed upon the agenda, such resolutions having been carried with two-thirds of members present and entitled to vote, voting in favour of the motion.

Dissolution of the Association

- (a) The dissolution of the Association shall be by a simple majority vote in a referendum of all full members following a resolution of the Association in a General Meeting, at which the proposed dissolution is properly on the agenda, such resolution having been carried with two-thirds of those present and entitled to vote, voting in favour of the motion.

- (b) In the event of the dissolution of the Association, the Council in office shall decide upon the disposal of the Association funds, investments, securities and property.
- (c) Such disposal shall be in accordance with the objectives of the Association and or as the By-Laws prescribe.
- (d) Any dispute arising out of the interpretation of this Constitution or of the By-laws shall be referred to a panel consisting of three persons, one of whom shall be an advocate of the High Court and two of whom shall be Full Members.

DRAFT BY-LAWS
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BY – LAWS

- BL.1.1 The Constitution' shall mean the constitution adopted in the Special General Meeting held on 9th November 2012 at Kisumu and all subsequent amendments there to.
- BL.1.2 Council shall mean the Council established under Clause 5 of the Constitution and 'Approval' or 'Approved' shall mean the approval of or by the Council, hereinafter referred to as the Council.
- BL.1.3. 'Information work' shall mean the professional duties performed by Librarians, Archivists, Knowledge and Information Managers.
- BL. 2. 1 As provided in Clause 3 of the Constitution, formation of the following Chapters shall be formed.
- BL. 2. 1. 1 the Chapter of Libraries
- BL. 2. 1. 2 the Chapter of Archivists
- BL. 2. 1. 3 the Chapter of Information Technologists
- BL. 2. 2. A chapter shall be composed of all members of that particular profession being one of the professions set out in By-Law 2.1. above; provided always that a member who is so qualified may join more than one Chapter.
- BL. 2. 3 Each Chapter shall within one month of the Annual General Meeting appoint a Chairman at a meeting of the Chapter convened for the purpose and such Chairman shall be empowered to convene subsequent meetings of the Chapter from time to time.
- BL. 2. 4 Each Chapter Chairman shall represent their respective Chapters on the Council.
- BL. 3. 1. As provided in Clause 3 of the Constitution, Branches of the Association may be formed in any geographical area or town where this is so requested by the members living there and they shall be established in a manner and upon such conditions as shall be agreed by the Council.
- BL. 3. 2. Branches so formed will adopt the same Constitution as that of the present Association with the following exception:
- BL. 3. 2. 1. Cancellation of Clause 3 (a) (Formation of Branches)
- BL. 3. 2.2 Cancellation of Clause 7 (b) (Disciplinary Committee) all matters of a disciplinary nature shall be referred to the parent Association.
- BL. 3. 2. 3. Cancellation of Clause on (By- laws).
- BL. 3. 2. 4. Cancellation of Clause 12 (Dissolution). The dissolution of any Branch shall only be affected in a manner and upon such conditions as prescribed in Clause 11 of the Constitution.
- BL. 4. 1. To qualify as a Full Member the applicant shall have obtained a professional qualification from an institution recognized by the Association, and
- BL. 4. 1. 1 Post – qualification working experienced of at least twelve months in a recognised institution.
- BL. 6. 1. Associate Members shall have obtained one of the following qualifications:
- (i) Certificate or Diploma or its equivalence in library and information studies from an approved educational institution or

- (ii) Certificate or diploma in archival and documentation studies or from an approved educational institution or
- BL. 6. 1. 2. Have such qualifications as the Council may approve from time to time.
- BL. 7. 1. Student Members shall be those persons who are elected as student Members as provided for in these By-Laws.
- BL. 7. 2. To qualify for election as a student member a candidate shall:
- BL. 7. 2. 2 be an employee in approved institution or a student undergoing an approved course at an approved educational institution, or
- BL. 7. 3 Student Membership shall be limited to a period of ten years, and at the end of such a period a student's membership shall lapse.
- BL. 8. Honorary Members shall be persons whom the Council considers to be eligible by virtue to eminence in arts, science of literature, or by services rendered to the Association or its associated professions.
- BL.9. Institutional Members shall be corporate bodies whose aims and objectives are similar to those of the Association
- BL. 10.1. Visiting members shall be those persons who qualify as visiting members as provided for in these By – Laws.
- BL. 10. 2. To qualify for election as visiting member, a candidate shall:
- BL. 10. 2. 1 have attained the age of 21 years; and
- BL. 10. 2. 2 Be a person who is in Kenya on a temporary basis for not more than three years and is an employee in approved institution or is attached as such to an approved institution or to a project aided by another country or international organization; and
- BL. 10. 2. 3 have previous qualifications by way of experience, training, University degree or registration in a country other than Kenya, or fulfil the qualification requirements set out in By-Law 5. Above; or
- BL. 10. 2. 4 have such qualifications as the EC may approve from time to time.
- BL. 11. 1. Corresponding Members shall be those persons who are elected as Corresponding Members as provided for in these By-Laws.
- B.L. 11. 2 To qualify for election as a Corresponding Member, a candidate shall:
- BL. 11. 2. 1 be permanently resident in a country other than Kenya; and
- BL. 11. 2. 2 have previous qualifications by way of experience, training, university degree or registration in a country other than Kenya.
- BL. 12 All persons who are invited to become members and all candidates for election as members, Full or otherwise, shall agree to abide by the Constitution and By- Laws of the Association, and to be bound by the principles of professional conduct and code of conduct promulgated by the Association set out in Appendix 1 hereto, and shall sign a declaration to this effect.
- BL.13. 1. All candidates for membership as Full, Associate, student, Visiting or Corresponding Members shall complete an application form, sign a declaration as under By – Law 12. above and submit the application form to the
- BL.13. 2. All candidates for membership shall be proposed by and seconded by Full Members of the Chapter or chapters which he is qualified to join; provided that no candidate shall be proposed or seconded by the Chairman nor by the Chairman of such Chapters.
- BL. 13. 3. Exceptionally and notwithstanding the provisions of By-Law 13.2.. above, a candidate who is unable to find members willing to support his application because he is not known in Kenya, the Chairman or the

- Chairman of the Chapter or chapters concerned shall have the power at their own discretion to sign the application form.
- BL. 13. 4 In making application for membership, a candidate shall state the membership and the Chapter or Branches for which he considers himself to be eligible and shall pay a registration fee in accordance with BL. 17. 1 and the first annual subscription in accordance with BL.17. 2 The Council shall be entitled to change the application in regard to either the class or the chapters at the time of membership if they consider that such change is appropriate in view of the candidate's qualifications.
- BL. 13. 5. All applications for membership shall be signed by the Chairman of the Chapter or Branches concerned to indicate approval of the application by the chapter and subsequently shall be passed to the Honorary Registrar for the consideration of the Council at the first opportunity.
- BL. 13. 6. Should additional information or any investigation be required by the Council, an application may be held in suspense until such additional information is revived
- BL. 13. 7. A corporate body making application for membership as an institutional member shall complete the necessary application form and sign a declaration to agree to abide by the constitutional and By- Laws of the Association. The application shall be forwarded to the Honorary Registrar for the consideration of the Council at the first opportunity.
- BL. 13. 8. Election shall be by a majority vote of the Council.
- BL. 13. 9. In the event that an application is rejected, the entrance fee and first annual subscription shall be returned to the candidate.
- Unless in a particular case the Council otherwise decides, the candidate shall be given a short summary of the reasons for rejection but no other correspondence or legal proceedings shall be entered into. The candidate may not re- apply for membership for a period of twelve months from the date of the decision of the Council.
- BL. 13. 10. Upon election, the honorary registrar shall inform the candidate and shall enter the name of the candidate on the Register of Members.
- BL. 13.11. A member wishing to advance to another class of membership shall make a new application to the Honorary Registrar as provided for these By-Laws. Any member who wishes to join a second chapter, and who is appropriately qualified, shall make a new application in the same way.
- BL. 14. The Council may invite a member or other person to be enrolled as an Honorary Member. The proposal shall be put to a Council meeting and, if unanimously supported by those present, the Chairman shall write a letter of invitation to that person and if the invitation be accepted that person shall be enrolled as Honorary Member of the Association for such time as the Council may decide
- BL. 15. 1. Members of all classes shall have the right to attend General Meetings of the Association and meetings of their Chapter or Branch and may join in all discussions and participate in all Association, Chapter and Branch activities.
- BL. 15. 2. Paid- up members of all classes shall receive a copy of the Association's journal, newsletter and designated publications free of charge.
- BL. 15. 3. Only full members may vote at General Meetings, meetings of the Council, and meetings of Chapters and Branches. Full members who are

members of more than one Chapter shall have a vote at the meetings of such Chapter but shall have only one vote at other meetings. Other classes of membership shall not have voting rights at any of the aforesaid meetings.

BL.16. 1. Full members shall be entitled to use one or more of the following professional affixes in accordance with the Chapter of which one is a member:

Chapter of Librarians	...	MKLA (L)
Chapter of Archivists	...	MKLA (A)
Chapter of Information Technologists	...	MKLA (IT)

BL. 16. 2. No other affixes shall be used by any member in relation to membership of the Association.

BL. 16.3 No member who is not a Full Member may use an affix of the Association nor may they use words or phrases such as 'Librarian', 'Archivist,' 'Information Technologist' to imply to the public that they have the right and qualifications to offer and perform the services of the library and information science professions

BL.17.1. An application for membership shall be accompanied by a registration fee being paid. Registration fee shall be agreed upon in an AGM from time to time.

BL. 17.2. An application for membership shall also be accompanied by the 1st annual Subscription and thereafter the annual subscription shall be paid on 1st January of each successive year. Subscription fee shall be agreed upon in an AGM from time to time.

BL. 17.3. In the case of members elected after 1st October, the subscription for the following year shall be waived.

BL. 17.4 Any member, whose subscription remains outstanding for three months from the date it is due, shall be reported by the Honorary Treasurer to the Council for such action as they consider appropriate.

BL.18.1 Membership of the Association shall be terminated by the EC:

BL.18. 1.1 On receipt by the Council of letter of resignation from a member; or

BL.18.1. 2 upon being notified of the death of a member; or

BL.18.1. 3. If in the opinion of the Council a member changes his occupation or employment so as to no longer qualify for membership; or

BL. 18. 1. 4 if an annual subscription which is properly due from a member remains unpaid for a further 31 days after letter as been written on the instructions of the Council in accordance with

B.L. 17.4. above advising such member that his annual subscription has been outstanding for a period of 3 months and sent by registered post to the address last known to the Honorary Registrar; or

BL. 8.1.5 In the event that a member, after having been notified by the Council in writing, fails or refuses to abide by the Constitution or the By-Laws of the Association, or

BL.18.1.6. In the event that a member is found by the Disciplinary Committee to be guilty of unprofessional conduct such as to warrant the termination of his membership; or

BL.18.1.7 In the case of Visiting Members on leaving Kenya or after being a Visiting Member for three years whichever shall be the earliest.

- BL.18.2. On termination of membership, the member's name shall be removed from the register of members and he shall be so advised in writing by the Honorary Registrar where upon he shall return the certificate of membership which may have been issued to him. On termination of membership, **a member shall not be refunded an annual subscription or of any moneys contributed from time to time.**
- BL.18.3. A member whose name has been removed from the Register of Members may be reinstated at the discretion of the EC and on such terms as they may consider appropriate.
- BL.19.1 The Association shall be managed by Executive Committee (EC)
- BL.19.2. The EC shall comprise the Office Bearers of the Association, the immediate past Chairman and one Full Member elected to represent each Chapter, Branch and Standing Committee.
- BL.19.3. The office Bearers of the Association shall be:
- Chairman
 - Vice chairman
 - Honorary Secretary

 - Honorary Treasurer
 - Honorary Editor
 - Executive Officer
- BL.19.4. The chairman when present, shall preside over all meetings of the Association and shall be responsible for carrying out the policy of the Association.
- BL.19.5 The Vice-Chairman shall perform the duties of the chairman in his absence.
- BL.19.6.1 The Honorary Secretary shall be responsible for official correspondence of the Association and the preservation of copies of all documents written by him/her on behalf of the Association.
- BL. 19.6.2 He shall arrange to be kept in proper form all minutes of the EC, sub-committees and General Meetings of the Association. He shall prepare for circulation the minutes of the Annual General Meeting.
- BL.19.7
- BL.19.8. The Honorary Treasurer shall receive all monies belonging to the Association; disburse all charges thereto; issue receipts for all monies paid by him; and shall be responsible for the maintenance of proper books of accounts and shall present an audited financial report at the Annual General Meeting of the Association.
- BL.19.9
- BL.19.10.1 The Honorary Editor shall be responsible for the publication of the Association's journal and any other publications approved by the EC. He will also be responsible for the exchange of publications with other library Associations and will maintain the Association's Library.
- BL.19.10.2 The Honorary Editor shall be elected for a term of three years and shall be eligible for re-election.
- BL.19.11.
- BL.19.12. BL.20 With the exception of the Honorary Editor, Office Bearers shall be elected every two years at the Annual General Meeting with a break of

- one term seeking re-election. All those seeking election shall observe high degree of integrity and leadership skills.
- BL.19.13 The Executive officer shall be answerable to the executive committee, perform day today functions of the office, write proposals for funding, visit chapters to enlighten them about KLA functions, follow up recruitment of members to the Association, liase with donors and sponsors and also look for possible patners, work closely with the project team leader for building a stronger 'KLA' together and do timely communication to all stakeholders.
- BL.21.1 The EC shall have powers to co-opt up to three other persons who must be Full Members of the Association, appoint members of the Standing Committees as necessary and fill any casual vacancies in the EC provided always that such vacancies are only filled by Full Members.
- BL.21.2.1. The EC shall determine the composition and powers of the Sub-Committees.
- BL.21.2.2. The Chairman of each Sub-committee so constituted shall be elected by the membership of the Sub-Committee, provided that the person elected to serve as Chairman of the sub-Committee shall be a Full Member of the Association.
- BL.21.2.3 The name of the person elected as Chairman of any Sub-committee shall be submitted to the Honorary Secretary not later than one month from the date of appointment of such Sub-Committee.
- BL.21.3. Any member of Council who fails to attend three consecutive meetings without genuine reason shall cease to be a member of the EC
- BL.21.4.1 There shall be held a minimum of nine meetings of the EC during any one session.
- BL.21.4.1 The quorum at any meeting of the Council shall be five members, provided that at least three of them are Office Bearers.
- BL.21.4.3. In the event of an equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote.
- BL.22.1. The Annual General Meeting shall take place not later than 31st March in each year and shall mark the beginning of the session.
- BL.22.2. The Annual General Meeting shall be convened by the Honorary Secretary who shall give thirty (30) days notice in writing to every member or Association's list serve or seven days notice published in a national daily.
- BL.22.2.1 Notification of any further matters to be placed on the agenda shall reach the Honorary Secretary not less than 21 days before the date of the meeting.
- BL.22.3 The business of the Annual General Meeting shall be conducted in the following order:
- BL.22.3.1. Minutes of the previous Annual General Meeting
- BL.22.3.2 Matters arising there from
- BL.22.3.3 Chairman's Annual Report
- BL.22.3.4. Treasurer's Financial Report and approving of the Annual Audited Accounts.
- BL.22.3.5 Appointment of Auditors for the current financial year.
- BL.22.3.6 Chapter Chairman's Reports
- BL.22.3.7 Branch chairmen's Reports
- BL.22.3.8. Matters raised by the Council
- BL.22.3.9. Matters raised by Standing Committees, Chapter, Branches and Sub-Committees of which 14 day's notice has been given to members.

- BL.22.3.10. Matters raised by any member of which **14 day's** notice has been given to members
- BL.22.3.11 Appointment of returning officers
- BL.22.3.12 General Elections:
- BL.22.3. 13 Any other Business
- BL.22.5. The final agenda shall be available at the meeting.
- BL.23.1. General Elections shall take place every two years during the Annual General Meeting as provided for in By – Law 22.3.12 above
- BL.23.2 Twenty (21) days before the date fixed for the Annual General Meeting, the Honorary Secretary shall invite nominations for the posts of office Bearers.
- BL.23.3 Nominations may be electronically or manually on a prescribed form which must be countersigned by the nominee, the proposer and seconder, all of whom must be paid- up Full Members of the Association, shall be returned to the secretariat within fourteen (14) days of the issue of the notice inviting nominations.
- BL.23.4. Names of persons nominated for the posts of Office Bearers shall be circulated to all members ten (10) days before the date of the Annual General Meeting.
- BL.23.5 The Elections shall be done by secret ballot.
- BL.23.6. Full Members eligible to vote but unable to participate in person during an election may opt to vote through postal or by any other approved proxy ballot.
- BL. 23.7. The outgoing EC shall vacate their offices immediately after the Annual General Meeting and shall hand over to the new office bearers within fourteen (14) days thereafter.
- BL. 24 Special General Meetings shall be called at the discretion of the Council or within twenty one (21) days of the receipt of a written petition by not less than a third of Full members of the Association. The purpose of the Special General Meeting shall be fully stated on the Agenda and no other matters shall be discussed.
- BL.25.1 thirty percent (30%) full members shall form a quorum at Annual General Meetings.
- BL.25.2 If a quorum is not realized within a period of 30 minutes after the time appointed, the chairman may adjourn the meeting for a period of not less than one week and not more than one month and shall fix the time and the place of such adjourned meetings.
- BL.25.3 Notice of such adjourned meeting shall be given to members either by letter or by advertisement in the local press as the Honorary Secretary shall deem fit.
- BL.25.4 In the event of lack of quorum at such adjourned meetings, the Full Members present shall constitute a quorum for all purposes except amendments to the constitution and dissolution of the Association.
- BL.26.1 The Council or any Full Member shall have power to suggest amendments to the constitution.
- BL.26.2 Any proposed amendment shall be notified to members at least 14 days before a vote is taken upon it.
- BL.26.3 In order to become operative, an amendment shall require the approval of the two-thirds of the Full Members present at the Special General Meeting or Annual General Meeting.

- BL.27.1 Decisions taken at any meeting of the Council and at General Meetings shall be determined by simple voting by show of hands. In the event of equality of votes, the chairman shall have a casting or second vote.
- BL.27.2 Voting during the General Elections shall be by secret ballot as provided for in BL.23.5 above.
- BL.28.1 The Disciplinary Committee shall be a standing Disciplinary Committee appointed each year by the EC.
- BL.28.2 The Disciplinary Committee shall consist of the designated office bearers of the EC and other members as stipulated in the Constitution and these By-Laws.
- BL.28.3 Any complaint received in writing by the Honorary Secretary concerning the conduct of a member shall be reported to the EC and if the EC rules that the matter be investigated the Honorary Secretary shall send a copy of the complaint by registered or electronic mail to the member concerned and refer the matter to the Disciplinary Committee.
- BL.28.4 The Disciplinary Committee shall make such investigations as it considers appropriate and the member shall be invited to appear before the Disciplinary Committee.
- BL.28.5 The said invitation shall be sent to the member by registered post and if it is neither accepted nor refused within one month of the date thereof, the investigation shall proceed in his absence.
- BL.28.6 The member shall have the right to be represented by a person who may or may not be legally qualified.
- BL.28.7 Unless the member otherwise consents, the investigation shall be held in camera.
- BL.28.8 Decision of the Disciplinary Committee shall be by secret ballot.
- BL.28.9 A record of the proceedings shall be kept and unless the member otherwise consents, the record shall be confidential.
- BL.28.10 After completing its investigations, the Disciplinary Committee shall by secret ballot find the member guilty or not guilty of professional misconduct and shall at its discretion either
- BL.28.10.1 exonerate; or
- BL.28.10.2 warn; or
- BL.28.10.3 reprimand; or
- BL.28.10.4 suspend; or
- BL.28.10.5 terminate the membership of the member; and the Disciplinary Committee shall notify the EC of its decision.
- BL.28.11 The Honorary Secretary shall notify the member of the decision of the Disciplinary Committee by registered or electronic mail
- BL.28.12 The Honorary Secretary shall instruct the Executive Officer to remove the name of any member from the register of members who has his membership terminated under BL.28.10.5 above
- BL.28.13 The decision of the Disciplinary Committee shall be made public within the Association.
- BL.28.14 The decision of the Disciplinary Committee shall be final but in the event that additional evidence subsequently appears which the disciplinary committee considers to be material, they shall review the decision.
- BL.28.15 A person whose name is removed from the register of members in pursuance of a decision of the Disciplinary Committee under these By-laws shall not be entitled to be registered again except in pursuance of a

directive to this effect from the Disciplinary Committee upon the application of that person.

BL.28.16

a decision under these By-laws for the removal of a person's name from the Register of Members may prohibit an application for re-registration for such a period from the date of the decision as may be specified by the Disciplinary Committee.