

NOTES ON RELEVANT PROVISIONS OF ARTICLES OF ASSOCIATION AND ELECTION RULES FOR DIRECTORS

32. Composition of the Council

(a) There shall be a Governing Council of the Society that will oversee all the business of the Society on behalf of the members.

(b) The Governing Council shall consist of not less than Eight (8) and not more than Nine (9) members constituted as follows:-

i) Two (2) members from Nairobi Region;

ii) One (1) Author/Composer member from each of the other Six (6) Regions, as provided in Article 64;

33. Qualification of Council members

a) Under Article 32b i) any member who meets other criteria stipulated herein qualifies to vie for a seat in the Governing Council of the Society;

b) Under Article 32b ii) subject to meeting any other criteria stipulated herein only Author and Composer members are eligible to vie for a seat in the Governing Council;

c) all members who want to be elected as members of the Governing Council under Article(32b i) and ii) above should have been a member of the Society for a continuous consecutive period of Four (4) years;

d) A next of Kin/ Successor in title of a deceased member shall not be eligible to vie for any elective post in the Society;

e) any member vying to represent a Region in the Governing Council must have been registered as a member in that particular Region for a continuous consecutive period of not less than Six (6) months prior to the date of the notice declaring the sit vacant;

f) Governing Council members from each Region shall only be elected by Society members from that respective Region who qualifies to vote in a poll;

g) That every member vying for a post in the Governing Council shall be persons of high moral integrity, good and credible conduct and must meet any other qualification criteria as may be provided from time to time under the Rules and Regulations of the Society.

ANNEX I; ELECTION RULES FOR GOVERNING COUNCIL MEMBERS.

Election of the members of The Governing Council under Article 32 (b) (i) shall take place in the following manner:

a) Not less than Eight (8) weeks before each Annual General Meeting, the Governing Council shall cause to be issued to all members entitled to vote a Notice;

i) Inviting nominations and specifying the number of vacancies to be filled;

ii) Specifying the relevant qualifications,

iii) Indicating the latest date and time by which nominations must be received at the registered office of the Society.

b) Official nomination papers shall be obtained from the registered office(s) of the Society.

c) Nomination papers for election to the Governing Council should be signed by the nominee indicating his/her willingness to vie for a specific advertised vacancy.

d) Only Society members with more than four (4) years standing in the Society may be nominated for election to the Governing Council.

e) A nominee must be supported by Ten (10) members who shall include one who proposes and another who seconds, all of whom should have been members eligible to vote in a poll in the Society.

f) Duly completed nomination papers must reach the registered Office of the Society not later than 12 noon on the Friday of the Sixth (6th) week before the date of the Annual General meeting {or as may otherwise be stipulated for by the Governing Council}.

g) All nomination papers shall be in a sealed envelope marked "NOMINATION" and should be deposited in the "Nominations Box" provided for that purpose at the registered offices of the Society.

h) Nominated Candidates or their proposers may forward nomination papers in a sealed envelope clearly marked "NOMINATION" by registered mail or courier to the Company Secretary at the Registered Office of the Society at least Seven (7) days before the closing date for nominations. Candidates are advised to send a notification of the tracking number to the returning officer.

i) Such nomination papers should be accompanied by brief write up on the nominee in a format to be determined by the Governing Council.

- j) The Nominations Box will be sealed by the Company Secretary in the presence of the internal Auditor at 12 noon on the Friday of the Sixth (6th) week before the Annual General meeting.
- k) At 3pm the Friday of the Sixth (6th) week before the Annual General Meeting the Nominations Box will be opened by the Company Secretary in the presence of the General Manager, the internal Auditor, the nominated candidates or any of their representatives.
- l) On opening, the Company Secretary shall list all the nominations received indicating the names of;-
- (i) the persons nominated;
 - (ii) the Ten (10) members supporting the nominations.
- m) Thereafter the list of nominated candidates shall be examined, verified and otherwise scrutinized to ensure validity of membership, professional integrity, conduct and suitability for election to the Governing Council by a Nominations Committee made up of the Company Secretary, Internal auditor, the General Manager, the Officer in charge of Documentation and Distribution and/or either a representative of the Registrar of Companies or a representative of an independent body that would have been authorised to conduct the elections.
- n) After evaluating and examining the list of nominated candidates, the Nomination Committee will forward to the Governing Council a verified list indicating the qualified nominees, those disqualified and the reasons thereof, and any considered unsuitable or otherwise unfit for the election to the Governing Council.
- o) After receiving the list of the validly nominated candidates:-
- i) If the number of candidate(s) nominated does not exceed the number of vacancies to be filled, those candidates so nominated shall at the Annual General Meeting be declared to be elected.
 - ii) If the number of candidates so nominated exceeds the number of vacancies to be filled, the Governing Council shall engage either an independent electoral body or the Registrar of Companies as the Returning Officer for the Elections and the body so engaged, in conjunction with the Company Secretary shall cause a ballot paper with the names of validly nominated candidates to be issued to all members eligible to vote in the respective region.
 - iii) The Ballot paper shall be issued to those Members entitled to vote and present personally at the voting centre at the date determined by the Governing Council but not later than Seven (7) days before the Annual General Meeting.
 - iv) On closure of voting, the Returning officer shall cause the votes cast to be counted, verified and scrutinised as appropriate. He shall then compile a report to be read at the Annual General Meeting.
 - v) In case of a tie, the Returning Officer shall subject the top Two (2) candidates to a run off Three (3) days after the election.
 - vi) The Returning Officer's report in the election and the results thereon shall be read by the Company Secretary and confirmed at the Annual General Meeting.
 - vii) At the Annual General Meeting, the candidate(s) receiving the most votes on any such ballot shall be declared to be elected and the result of such ballot shall be conclusively deemed to be the decision of the Annual General Meeting.
- x) The elected members of the Council shall commence their terms of office immediately after the confirmation of the report of the Returning Officer at the Annual General Meeting.
- xi) The members of the new Governing Council shall take an Oath of Office administered by a Commissioner for Oaths in the presence of the Company Secretary not later than Seven (7) days after the Annual General Meeting.