

# STRATHMORE UNIVERSITY ALUMNI ASSOCIATION CONSTITUTION

## 1. Constitution

1.1 This document is the Constitution of Strathmore University Alumni Association, the provision for which is stipulated under *Statute XL* of the [Strathmore University Statutes, 2013](#). The document includes regulations for the internal management and administration of the Alumni Association.

## 2. Name

2.1 The name of the association shall be 'Strathmore University Alumni Association' (hereinafter referred to as the "Association").

## 3. Scope and Purposes of the Association

3.1 The Strathmore University Alumni Association is the single organization for all constituency alumni associations and groups of the University. The role of the Association is to be the umbrella alumni organization of Strathmore University representing all members, as hereinafter defined in this Constitution with authority to authorize and maintain alumni groups or chapters within the memberships when such is deemed by the Alumni Council to be consistent with the goals and principles of this Association, as set forth herein.

3.2 The Alumni Association operates for the benefit of Strathmore University and its alumni for the sole purpose of providing service and support to the University, the Association members, other alumni of the University, and to the community.

3.3 The Alumni Association shall abide by all University's non-discrimination policies and laws.

3.4 The purposes for which the Association is organised are :

- a) To promote, foster and maintain links between the Association's members and the University for the mutual benefit and support of the basic values and goals for which the University was founded.
- b) To foster a spirit of loyalty and warm relationship among the graduates, former students, current administrators, faculty, and students in the University community.
- c) To encourage members of the Association to take an active interest in the life of the University by initiating and supporting activities in a cooperative spirit which will enhance and benefit the relationship between the University and the members of the Association.

- d) To advance means and methods to encourage alumni to grow professionally and socially by serving the University, their neighbours, and their country.
- e) To promote the interests of the University and to aid its development
- f) To facilitate and support meetings and associations between the Association's Members
- g) To own and publish the Strathmore Alumni Magazine
- h) To serve as the principal organization for coordinating all volunteer driven alumni activities with direct operating responsibility for those activities involving large numbers of alumni;
- i) To promote communications between the University and alumni both directly through its own publications and through cooperative efforts using University channels;
- j) To identify and develop alumni leaders in an ongoing fashion;
- k) To encourage actively the formation and vitality of college or school alumni associations and affinity groups;
- l) To promote and enhance alumni service to the University and to local communities;
- m) To promote the University's interests, welfare, image and academic standards.
- n) To organize and participate in non-political, social and educational activities for the Alumni and for the interest of the University and the community at large.
- o) To promote cooperation between the University, the private and public sectors and industry in general, and
- p) To do any and all proper things necessary or incidental to the realization of these stated purposes.

#### **4. Incorporation of the Association**

- 4.1 The Association shall be registered as non-profit company limited by guarantee and having no share capital.
- 4.2 The Association in furtherance of the purposes hereinabove set out shall have the power to solicit, accept and receive funds from any person, organization or other entity, including but not limited to other non-profit or educational organizations, profit-making corporations and individuals.
- 4.3 The Association shall have no stock, and no dividends or monetary profits shall be declared or paid to the members, directors, or officers thereof or any other individual thereof, except that reasonable compensation may be paid for services rendered to or for the Association effecting one or more of its purposes set forth above.
- 4.4 The Association shall have perpetual existence. Upon the dissolution or termination of the Association or the winding up of its affairs, the remaining assets of the Association shall be distributed exclusively to organizations which then qualify as tax exempt organizations under existing tax laws in Kenya, which are organized and operated for a purpose that is, in the discretion of the Alumni Council, found to be consistent with the

purposes of the Association, and no director, officer, or Member of the Association or any individual shall be entitled to share in the distribution of any of the Association's assets upon dissolution of the Association.

- 4.5 No part of the activities of the Association shall consist of carrying on propaganda, and the Association shall not in any manner participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- 4.6 The Association's fiscal year shall be January 1 – December 31, inclusive, unless otherwise defined by the Alumni Council.

## **5. Use of University Names and Symbols**

- 5.1 The Association is granted permission by the University to use all official Strathmore University names, symbols or other identifying marks in its communications, marketing or other representations to the public. In turn, the Association agrees to comply with all University policies pertaining to the use of campus names and symbols as outlined in University Brand Book or other official documents. For matters pertaining to its mission of support, the Association shall not be required to pay licensing fees for use of University logos or word marks.

## **6. Use of Campus Space and Facilities**

- 6.1 The University endorses the use of campus facilities, space and other privileges as granted to other support departments in the University to conduct the business of the Association.

## **7. Alumni Association Visibility on Campus**

- 7.1 The University will support efforts that recognize the importance of the Alumni Association being visible on campus and having a tangible presence to connect alumni to the campus.

## **8. Membership**

- 8.1 The following shall be members of the Association:-
- a) All graduates of the University and of the former Kianda College and Strathmore College, and shall include all those who have been conferred a degree, or granted a diploma, a certificate or any other award of the university.

- b) Such other persons or classes (e.g. associate members, honorary members) of persons as may be determined by the Alumni Association and designated for membership by Ordinance. This category of membership shall not be eligible to stand for elections nor vote.

8.2 The honorary membership shall consist of the following:

- a) Those who have received an honorary degree from the University.
- b) Those friends and benefactors of the University whose services the Association may desire to recognize and who shall be nominated and elected by the Alumni Council upon the recommendations of the Executive Committee of the Alumni Council.

8.3 The associate membership shall be open to past and present academic and administrative staff of the University interested in joining the Association.

8.4 Any person who shall inform, in writing, the Executive Director of the Association that he or she does not wish to be a member of the Association shall cease to be or shall not become a member.

8.5 The University Council in consultation with the Alumni Council shall have the authority to withdraw privileges of membership from any individual whose behaviour is incompatible with the objectives of the University and the Association.

8.6 The Association shall be responsible for conducting, developing and maintaining the University's alumni membership dues program.

8.7 It is the responsibility of the Office of Executive Director to manage the membership program.

8.8 Benefits of membership shall be provided to each member. The benefits package will be determined by the Association.

8.9 The University will respect the role of the Association as it relates to the management of its constituency chapters.

## **9. Officers of the Association**

9.1 The Officers of the Association shall be the Chairperson, the Deputy Chairperson, the Secretary and the Treasurer all, of whom shall serve without salary.

9.2 The Officers of the Association shall be appointed by the University Council and each should be an alumna or alumnus who has a prominent public profile and who has displayed a record of assistance to the University.

9.3 The Officers shall normally hold office for a period of up to three years and may be reappointed for a further term of office not exceeding three years. The procedure for appointment of the Officers is given in Section 10 of this Constitution.

## **10. Procedure for the Appointment of the Officers of the Association**

10.1 A call for nominations shall be issued by the Executive Director of the Association, through the Association's web site, to members with e-mail addresses and in appropriate newsletters/magazines of the Association.

10.2 All members shall be entitled to place one nomination. Nominations should be submitted to the Executive Director at the University's main mailing address.

10.3 The Alumni Association Nominations Committee will review all nominations received against the requirements for each Office and recommend to the University Council one or more names for each position for consideration for appointment as Officer of the Association. The University Council will appoint the required Officers from the list of nominees.

## **11. The Executive Director**

11.1 There shall be a salaried Executive Director of the Association, who shall be nominated by the Alumni Council and appointed by the University Council.

11.2 The Executive Director is responsible for a wide range of activities to engage and involve the University alumni in meaningful ways. This includes responsibility for the strategic planning and implementation of effective fundraising and donor development activities, special events and projects, and alumni relations programs.

11.3 The Executive Director is also responsible for the administration and evaluation of all programs, services, and activities of the Association.

11.4 The Executive Director is responsible for alumni outreach programs that have impact locally, nationally and internationally, to engage alumni and to strengthen their connection with the University.

11.5 The Executive Director of the Association shall also be a senior Officer of the University.

11.6 The Executive Director in consultation with the Alumni Council may recruit staff as may be necessary to service the Alumni Office.

## **12. Alumni Council**

12.1 There shall be a Board of Directors which shall be called the Alumni Council.

12.2 The Alumni Council shall

a) exercise supervision, control, and direction of the affairs of the Association;

b) determine its policies within the limit of the Constitution and Bylaws of the Association;

c) pursue its objectives actively, and have discretion in the distribution of its funds.

12.3 The Alumni Council may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of its powers, appoint such agents as it may consider necessary.

12.4 The legislative body of the Association is the Alumni Council, which shall make all policy decisions. Any materially vital question affecting the Association as a whole shall be submitted for a vote to the entire membership of the Association. Examples include transfer or sale of a substantial part of the Association's assets or dissolution of the Association.

12.5 The Alumni Council is empowered to:

a) Fix dues for Members of the Association;

b) Approve the receipt of gifts and bequests;

c) Ratify all appointments of representatives to Committees;

d) Act upon proposals submitted to it by its Executive Committee and by the Chairs of other Committees;

e) Enact Association Bylaws which may specify Standing and Ad Hoc Committees of the Association, provided no Bylaw shall contravene any provision of the Constitution.

12.6 The Alumni Council shall comprise:-

a) Chair of the Association

- b) Deputy Chair of the Association
- c) Secretary of the Association
- d) The Treasurer of Association
- e) Chairpersons of registered college or school alumni associations, alumni clubs, networks and other alumni groups each with a relevant interest in each of the University's faculties/schools, or other campus constituencies.
- f) The Executive Director of the Association *ex officio*
- g) Chairperson of the Student Council *ex officio*
- h) Up to 5 co-opted members of the Association.

12.7 The Chair of the Alumni Council shall be Chair of the Association.

12.8 The Office of the Executive Director shall provide administrative support to the Alumni Council.

12.9 Members of the Alumni Council shall be appointed by the University Council to hold office for a period of up to three years in the first instance, which could be renewed for a further period not exceeding three years.

12.10 The Alumni Council shall hold at least one meeting *per annum* and hold further meetings as required.

12.11 At all meetings of the Alumni Council, the quorum shall be the nearest whole number above half the membership of the Council.

12.12 A motion shall pass with a two-thirds approval vote .

12.13 To ensure the relevance and effectiveness of the Association, *ad hoc* action groups of the Alumni Council may be established by the Chair, to provide help, advice and support on a variety of alumni related matters.

12.14 Subject to the University Statutes and the Association's Constitution, the Alumni Council shall conduct its affairs and procedures as it sees fit.

### **13. List of Members**

13.1 A list of members shall be maintained by the Office of the Executive Director, along with details of their individual affiliations relating to the University.

13.2 The list of members shall be made available to University staff and to officers and

members of the Association in support of the work of the Association, within the terms and conditions of the University's Data Protection Policy and the relevant legislation from time to time in force.

## **14. Meetings of the Association**

- 14.1 Annual General Meeting: The Association shall hold an annual meeting for all members at such time and place as shall be fixed by the Alumni Council or Executive Committee. A quorum for the annual meeting shall be the same number as required for an Alumni Council meeting quorum. The purposes of the meeting shall be to:
- a) Receive the annual report of the Alumni Council;
  - b) Receive and act upon such reports of other committees as may be presented;
  - c) Consider and take action upon such subjects as the Alumni Council may present; and
  - d) Transact such other business and carry out such other appropriate programs as may be brought before the meeting. The Alumni Council shall endeavour to provide notice to alumni of the annual meeting.
- 14.2 Special Meetings: Special meetings may be held on the call of the Alumni Council, Executive Committee, or the Executive Director at such times and places as shall be stated in the respective calls.
- 14.3 Annual Report: The Alumni Council shall make an annual report to the Association at the annual meeting. The annual report shall include such review of the activities of the Association and other material as the Alumni deems of importance to the membership.

## **15. Patrons**

- 15.1 The University Council, on the recommendation of the Alumni Council, may from time to time appoint Patrons, who may be alumni, prepared to actively support and promote the work of the Association and the University.
- 15.2 Any Patrons who are not alumni shall be honorary members of the Association.
- 15.3 Patrons shall be appointed initially for a period of two years and may be re-appointed at the discretion of the University Council.
- 15.4 The title of Patron may be varied at the University Council's discretion to reflect international cultural requirements and/or customs.



## **16. Sections, Groups and Networks**

- 16.1 The Association may establish specialist sections, groups or networks to promote the Association's objectives. The group may represent a geographic location, corporation, school or college alumni associations or any other affinity group or constituency.
- 16.2 Section, groups and networks shall be guided by the same principles as the umbrella Association and shall be expected to promote the aims of the umbrella organisation through their programs and activities.
- 16.3 Section, groups and networks shall be required to produce an appropriate constitution which must be approved by the University Council, on the recommendation of the Alumni Council.
- 16.4 Each college/school alumni association, section, group or network shall be incorporated as a non-profit enterprise.
- 16.5 Each college/school alumni association, section, group or network will have a chair, appointed by the Alumni Council.
- 16.6 Appointments shall be held for three years in the first instance and renewable for further periods, at the discretion of the Alumni Council. In appointing a chair, the Alumni Council shall seek recommendations for appointment from appropriately constituted local groups.
- 16.7 The title of chair may be varied at the Alumni Council's discretion to reflect international cultural requirements and/or customs.

## **17. Representation on the University Council**

- 17.1 The Association shall be entitled to propose to the University Board of Trustees the appointment of one of its members to membership of the University Council.

## **18. Committees**

- 18.1 The only permanent committees of the Alumni Council shall be the Executive Committee.

18.2 The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and the Executive Director.

18.3 Other committees and project teams may be created by the Chairperson as necessary to conduct the business of the Alumni Council.

18.4 Each created committee or project team shall exist for a designated period of time, not to exceed two years, then disband after a final report to the Alumni Council, unless specifically requested to continue by the Chairperson. The length of time each created committee or project team shall exist is to be determined by the Chairperson.

## **19. Finances**

19.1 The Association shall exert and the University shall respect the Association's fiduciary authority. The University shall require the Association to adhere to the University's accounting policies and procedures; and to comply with applicable audit requirements.

19.2 The funds of the Association shall be supervised by the Alumni Council and held solely by the University in accounts specifically designated for the Alumni Association and may not be transferred to any non-University account.

19.3 All revenues generated by the Association will be deposited in the Association's accounts. All expenditures from the Association's accounts will be for the purposes of the Association, as determined by the Alumni Council.

19.4 The University shall administer financial services such as recordkeeping, audits, banking services and management of Association endowments and gifts.

19.5 All disbursements of funds from the Association's accounts will require the approval of the Executive Director of the Association.

19.6 A financial informational report of the Association's accounts will be provided to the Alumni Council at each of their regularly scheduled meetings.

19.7 All contracts or agreements made regarding Association business or activities shall be in accordance with University policies, procedures, and state procurement laws and must be authorized by the Executive Director of the Association.

19.8 The Executive Director shall seek approval from the Executive Committee of the Alumni Council for expenditures of the Association's funds that are in excess of KES500,000.00

## **20. Annual Fund**

20.1 The Association shall sponsor the solicitation and collection of an Annual Fund each year for the benefit of the University. The solicitation and collection of such Annual Fund

shall be the only general solicitation of funds from alumni on an annual basis and shall be conducted as prescribed in the Bylaws.

## **21. Campaigns**

- 21.1 The Association shall secure approval from the University Council in writing and in advance of its desire to initiate a major fundraising effort or campaign.
- 21.2 A fundraising campaign coordinated in whole or part by the Association shall be conducted with the University's endorsement and under the authority of the Executive Director of the Association. A campaign shall endorse the mission of the University and the development initiatives of the University.
- 21.3 A fundraising campaign shall be conducted in coordination with Strathmore University Foundation.

## **22. Financial Limitation**

- 22.1 No part of the net earnings or assets of the Association shall benefit a private individual. No Officer, Member, Associate, agent or employee of the Association shall receive any compensation or any pecuniary profit whatsoever from the operations of the Association or shall ever receive any part of its property or assets upon its dissolution or the termination of its corporate existence or otherwise, except reasonable compensation for services actually rendered to the Association in effecting one or more of its proper purposes. Determination of reasonable compensation shall be at the discretion of the Alumni Council subject to approval by the University Council.

## **23. Indemnification**

- 23.1 The Association shall indemnify current, former and future Officers, employees, Council Members and Committee Members to the fullest extent permitted by law. This indemnity shall include the advancement of costs and expenses incurred with the defense of any action, suit or proceeding in which he or she was made a party by reason of having been an Officer, employee, Council Member or Committee Member of the Association.
- 23.2 The indemnity shall not extend to matters to which the person has been adjudged to be liable for negligence or misconduct in the performance of his duty, as specified in the Bylaws.

23.3 Expenses incurred in defending an action, suit or proceeding may be paid by the Association in advance of final disposition of such action, suit or proceeding upon receipt of agreement by the indemnified person to repay such amount if it shall be ultimately determined that he is not entitled to be indemnified by the Association under this Article.

## **24. Review of the Constitution**

- 24.1 This Constitution is established subject to the Strathmore University Statutes 2013. Alterations to the Constitution or the dissolution of the Association shall be made only with the approval of the Annual General Meeting of the Association, or an Extraordinary General Meeting convened for this purpose, and with the agreement of the University Council.
- 24.2 This Constitution may be amended by a two-thirds approval vote of the Alumni Council.
- 24.3 Proposed amendments may be submitted by any Director or Member to the Alumni Council for consideration.
- 24.4 Proposed amendments must be submitted in writing to the Secretary of the Alumni Council in written form four weeks prior to the meeting at which they will be considered.
- 24.5 Proposed amendments appropriately submitted to the Alumni Council shall be considered at the next regularly scheduled meeting of the Alumni Council.

## **25. Enactment of Bylaws of the Association**

- 25.1 Bylaws to govern the business of the Alumni Council and the Association not specified in this Constitution may from time to time be enacted or rescinded by a two-thirds vote of the Alumni council.
- 25.2 The Bylaws shall not be inconsistent with this Constitution.
- 25.3 Proposed changes to the Bylaws must be presented in written form to the Secretary at least four weeks before the meeting at which they will be considered.
- 25.4 Proposed changes to the Bylaws appropriately submitted to the Alumni Council shall be considered at the next regularly scheduled meeting of the Council.