

THE SOCIETIES ACT (CAP 108)

ASSOCIATION OF MEDICAL PHYSICISTS OF KENYA

THE CONSTITUTION

OF

ASSOCIATION OF MEDICAL PHYSICISTS OF KENYA

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CONSTITUTION OF ASSOCIATION OF MEDICAL PHYSICISTS OF KENYA

1. NAME

The name of the Society shall be '**ASSOCIATION OF MEDICAL PHYSICISTS OF KENYA**' hereinafter called "**the Association**".

2. STATUS

(a) The Association shall be non-profit making and non-political.

(b) The registered office of the Association shall be situated at the Association's National Office, in Nairobi, Kenya.

3. OBJECTIVES

The object of the Association shall be the advancement of Medical Physicist and allied practices for both professional and public interest, whose objectives shall be:

(a) To represent the professional interest of Medical Physicists practising in Kenya.

(b) To promote quality use of medical physics principles in preventive, diagnostic and therapeutic medicine.

(c) To promote training and development in Medical Physics and allied disciplines through conferences, meetings, seminars, and training courses of the Medical Physics discipline.

(d) To foster the advancement of, and to promote and uphold the status of the profession of Medical Physics.

(e) To coordinate all Medical physics activities in Kenya.

(f) Promoting the establishment of facilities for the encouragement of the wide-spread application of physics in health, medical and biological sciences.

(g) To collaborate with affiliate national and international professional bodies in creating policies in application of radiation in medicine.

(h) To foster interdisciplinary collaboration and activities that encourage the exchange of experiences and transfer of technology amongst professionals in the healthcare sector thus promoting the continuous building in the body of knowledge.

(i) To undertake such activities which promote public awareness and disseminate technical information in Medical Physics and allied fields.

- (j) To set up Branches within the Republic of Kenya.
- (k) To foster collaboration with people and organizations with objects similar to those of the Association.

4. POWERS OF THE SOCIETY

- (a) To procure subscriptions or contributions or other free-will giving from the members of the Association for the time being.
- (b) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, partnerships, pledges, annual subscription or otherwise.
- (c) To acquire any moveable or immoveable property and any buildings or things whatsoever and sell, dispose of, mortgage, lease or otherwise deal with all or any part of the property or rights of the Association.
- (d) To enter into any arrangement with any governments or authorities that may seem conducive to the Association's objects or any of them, and to obtain from such government or authority any rights, privileges and concessions which the Association may think desirable to obtain.
- (e) To invest the money of the Association not immediately required in any one or more of the modes of investments of trust moneys or in such other manner as the National Governing Council of the Association may from time to time determine.
- (f) If at any time the Association in National General Meeting shall pass a special resolution authorizing the National Governing Council to borrow money:
 - (i) to borrow for the purposes of the Association the amount of money (either at one time from time to time) in the form and manner and upon the security specified in the resolution; and
 - (ii) to give security for the loan and interest on the property of the Association as the National Governing Council thinks proper.
- (g) To set up branches all over the Country and the World by the name ASSOCIATION OF MEDICAL PHYSICISTS OF KENYA, which shall be so organized from time to time in a manner and structure as provided herein.
- (h) To do such other things as are incidental or conducive to the attainment of any of the above objects.

5. MEMBERSHIP

- (a) Any Kenyan citizen who is a Medical Physicist, or who is training to become one, and foreign professional Medical Physicists over the age of eighteen years shall be eligible for membership of the Association and shall, subject to approval of the committee, become a member on payment of a membership fee as set by the National Governing Council.
- (b) Such Membership is open to all qualified individuals of all citizenry, nationality, race, colour, creed and any other social, economic or political strata as they may either ascribe themselves to, or be ascribed to by their society, without any discrimination whatsoever as to age or any other social, political or economic connection, as may for the time being be found and or be domiciled or otherwise resident at such places where the activities of the Association shall be found, whether within or without the borders of the Republic of Kenya.
- (c) Every applicant for membership shall apply on the form prescribed by the Association.
- (d) As soon as possible after the receipt of an application for membership, the National Governing Council shall consider the application and determine the same **PROVIDED HOWEVER** that the National Governing Council may delegate the task of considering the applications for membership to a sub-committee or to the Branch Councils which shall consider the applications and make their recommendations to the National Governing Council on the basis of which recommendations the National Governing Council shall determine the application.
- (e) The National Governing Council may accept, reject or defer the decision on any application **PROVIDED THAT** any decision to reject or defer shall be communicated in writing to the applicant at the earliest opportunity.
- (f) When an application is accepted for membership, the Secretariat shall forthwith send to the applicant a written notice of acceptance, upon which the applicant shall become a member of the Association **PROVIDED** nevertheless, that an omission on the part of the Association to send to the applicant such a written notice of acceptance shall not of its own invalidate such membership of any individual where the Association has by its conduct deemed such an individual as being a member and has thereby accepted that individuals participation in its objectives herein.
- (g) Without prejudice to the foregoing, the National Governing Council may, where they consider expedient to the realization objects of the Association invite to membership any person or body, local or foreign and to this end waive the requirement for application.
- (h) Every person or body admitted to membership of the Association shall be deemed to have agreed to be bound by this Constitution and Rules and by any other rules and/or regulations of the Association from time to time in force.

6. CATEGORIES OF MEMBERSHIP

There shall be the following categories of Membership of the Association:

- a) **ORDINARY MEMBERSHIP:**
Shall be open to all Medical Physicists who possess any of the following qualifications:
 - i. Must have worked/ or be working as Medical Physicists
 - ii. Holds a suitable academic qualification and experience in Medical Physics as prescribed in the by-laws of this constitution.

- b) **ASSOCIATE MEMBERSHIP.**
Shall be open to any person undergoing a course of training in Medical Physics in a recognized institution upon payment of such sums of money as prescribed in the by-laws of this Constitution.

- c) **LIFE MEMBERSHIP.**
Shall be open to persons whose contribution has been outstanding in the progression of the Association's objectives for a continuous period of not less than 5 years after their registration as ordinary members.
 - i. Life Membership shall be obtained through an application to the National Governing Council and upon payment of prescribed sums of money.
 - ii. A select or standing committee whose terms of reference shall be set by the Consultative Forum shall recommend to the National Governing Council the bestowing of life membership upon such qualifying persons.

- d) **HONORARY MEMBERSHIP.**
Notwithstanding the foregoing, the National Governing Council may recommend to members in the National General Meeting the conferring of the status of Honorary Member of the Association to any person who has in time past furthered or is presently is in a position to further the objectives of either or both this Association and or the profession of Medical Physics in Kenya. And such a person shall be known as an 'Honorary Member of the Association'. These members cannot vie for or hold National or Branch Offices.

7. CESSATION OF MEMBERSHIP

A member shall cease to be a member if:

- a) The member resigns by notice in writing, left at or sent by registered post to the Registered Office of the Association, or otherwise sent by any electronic means to any official of the Association, **PROVIDED** nevertheless, that an omission on the part of the member to issue such notice in writing shall not of its own deem an individual as being a member where such member has by his public conduct demonstrated that he no longer ascribes to the objectives of the Association under

this Constitution, and or that he is in no way party to the activities of the Association under its objectives herein.

- b) In the absence of issuing a notice in writing, the member resigns by his public conduct as stated in clause (a) above.
- c) By resolution of two-thirds majority of members present at a National General Meeting, members terminate the membership of any member whose conduct, in their opinion, has compromised the position of the Association or brought the Association into disrepute pursuant to these rules and any other rules and/or regulations of the Association; or has breached any code published by the Association or to which the Association subscribes. Such person shall from the time of such resolution cease to be a member of the Association provided that before such resolution is proposed, such member shall have at least twenty one (21) days prior notice of such resolution and shall have the right to be heard at the meeting at which it is proposed.
- d) Having been suspended from membership by resolution of two-thirds majority of members present at a Branch General Meeting on grounds under clause (c) above, the National General Meeting confirms the grounds for the said suspension and replaces the suspension with a dismissal.
- e) The member dies.

8. CONSEQUENCES OF CESSATION

- a) Any member resigning from the Association or for any other reason ceasing to be a member shall not be entitled to any refund of any subscriptions and or contributions made by himself to the Association or any part thereof.
- b) A party whose membership ceases in any manner shall remain liable to the Association for all loss of or damage to the Association's property or facility attributed to the member or his agent.

9. FUNDS

- (a) Funds to finance the operations of the Association shall be raised from subscriptions, levies and other fees, penalties, donations, investments and income from legal activities approved by the National Governing Council for purposes of raising funds.
- (b) Other than fees and subscriptions prescribed in this Constitution, the National Governing Council may, with the authority of a resolution passed by the Association, determine and review from time to time as the circumstances may warrant any subscriptions and or contributions to be paid by members.

- (c) Any fees, subscriptions and or contributions and any other moneys owed to the Association may be paid in Kenya shillings or any convertible currency through any means as the National Governing Council may determine.
- (d) The funds of the Association may only be used for the purposes specified in the objectives of this Society. No portion of the Association's' funds, income or property shall be paid or transferred directly or indirectly to members.
- (e) All moneys and funds shall be received by and paid to the Association and shall be deposited in the name of the Association in any bank or financial institution approved by the National Governing Council.
- (f) No payment shall be made out of the bank account without the approval of the National Governing Council.
- (g) The National Governing Council shall have power to suspend any office bearer or committee member 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 the National General Meeting which shall decide what further action should be taken into the matter. The person so appointed shall hold office until the following National Annual General Meeting.
- (h) All Branch or *Ad Hoc* Committee Treasurers shall be delegates and subordinates of the National Treasurer for purposes of decentralized receipt and dealing of finances, and shall so act and report according to his instructions, mandatorily depositing all monies to the bank accounts of the Association as provided herein.
- (i) The financial year of the Association shall be from 1st January to 31st December.

10. STRUCTURE OF THE ASSOCIATION

The Association and its leadership shall be structured as follows:

- (a) **NATIONAL GOVERNING COUNCIL:** There shall be the National Leadership that unifies all Branches and that is seized of the management of the affairs of the Association and of all members wherever situated (hereinbefore and hereinafter referred to a "the Council").
- (b) **BRANCHES WITHIN KENYA:** There shall be such Branches within the Republic of Kenya as shall be established by the National General Meeting, upon a motion by a member or upon recommendation by the National Governing Council.

Provided that for a Branch be established by the National General Meeting herein, it shall have at least twenty members who are verified by the National Governing Council as being registered members of the Association.

11. NATIONAL OFFICE BEARERS

(a) The National office bearers of the Association shall be:

- (i) The Chairman
- (ii) The First Vice Chairman
- (iii) The Second Vice Chairman
- (iv) The Secretary General
- (v) The Treasurer

All of whom shall be Full or Life Members of the Association, and shall be elected at the second succeeding National Annual General Meeting to be held in each year.

- (b) All office bearers shall hold office for a period of two years from the date of election until the second succeeding National Annual General Meeting subject to the conditions contained in clauses (c) and (d) of this Article and shall be eligible for re-election for a second and final term of two years in that same office.
- (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 is laid down for the expulsion of members in this Constitution and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.
- (e) Where a bearer of a Branch office vies for and is elected to any of the National offices contained in clause (a) above, such elected person will be deemed to have resigned from holding of a Branch Office.

12. DUTIES OF NATIONAL OFFICE BEARERS

(a) CHAIRMAN:

The Chairman shall, unless prevented by illness or other sufficient cause:

- i) provide leadership and guidance to the National Governing Council.
- ii) preside over all meetings of the National Governing Council and all National General Meetings
- iii) be the chief spokesperson of the Association.
- iv) represent the Association and the Council in related professional bodies locally and internationally.
- v) be the Association's representative in governmental engagements on matters affecting Medical Physicists.
- vi) be overall caretaker of all the Association's affairs.
- vii) delegate to the First or Second Vice Chairman or any appointee to attend to matters that s/he may not be able to in person.

(b) FIRST VICE-CHAIRMAN:

The First Vice Chairman shall, unless prevented by illness or other sufficient cause:

- i) be the first principal deputy to the Chairman, and shall be charged with the coordination of all of the Association's affairs in offering assistance to the Chairman.
- ii) deputize the Chairman when and where necessary or upon delegation by the Chairman or the National Governing Council.
- iii) have the duties and exercise the powers of the Chairman in case of the Chairman's death, absence, resignation or incapacity.
- iv) delegate to the Second Chairman or any appointee to attend to matters that s/he may not be able to in person.
- v) carry out any other duties assigned to him or her by the Chairman or the National Governing Council.

(c) SECOND VICE-CHAIRMAN:

The Second Vice Chairman shall:

- i) be the second principal deputy to the Chairman, and shall be charged with the coordination of all of the Branches of the Association, and all of the Association's affairs in the Branches, in offering assistance to both the Chairman and the First Vice Chairman.
- ii) deputize both the Chairman and the First Vice Chairman when and where necessary or upon delegation by the Chairman or the National Governing Council.
- iii) have the duties and exercise the powers of either or both the Chairman and the First Vice Chairman in case of either or both the Chairman's and or the First Vice Chairman's death, absence, resignation or incapacity.
- iv) carry out any other duties assigned to him or her by the Chairman or the National Governing Council.

(d) SECRETARY GENERAL:

The Secretary General shall:

- i) be the secretary to the National Governing Council.
- ii) issue notices convening all meetings of the Association.
- iii) together with the secretariat be responsible for correspondence, keeping minutes and for the preservation of all registers and records of the Association.
- iv) in cases of urgent matters where the Council cannot be consulted, he/she shall consult the Chairman or if he is not available, the First or Second Deputy Chairman. The decisions reached shall be subject to ratification or otherwise at the next meeting of the National Governing Council.
- v) carry out any other duties allocated by the National Governing Council.

(e)TREASURER:

The Treasurer shall:

- i) receive all moneys due to the Association and shall deposit the same in a bank or banks approved by the National Governing Council.
- ii) make all payments that are duly approved and keep the Association's accounts
- iii) prepare a statement of the accounts for auditing and present the same at the Annual General Meeting for the consideration by the general members of the Association.
- iv) carry out any other duties assigned to him or her by the National Governing Council.

13.THE NATIONAL GOVERNING COUNCIL

- a) The National Governing Council shall carry out the governance of the Association.
- b) The National Governing Council shall consist of:
 - 1. the National Office Bearers,
 - 2. two Chairmen of the Branches of the Association, elected by all the Chairmen of all the Branches of the Association to represent them in the National Governing Council, and
 - 3. not more than two (2) additional members elected at the Annual General Meeting.
- c) The immediate past Chairman and Secretary General of the Association may, in the discretion of the National Governing Council, be co-opted as ex-officio members of the National Governing Council during its term.
- d) The Executive Officer of the Secretariat, where one is appointed, shall be an ex-officio member of the National Governing Council.
- e) The National Governing Council shall meet at such times and places as it shall resolve but shall in any event meet at least once in every calendar month.
- f) The quorum for meetings of the National Governing Council shall be **two thirds** of the members of the National Governing Council, and which quorum presence shall include participation by real-time electronic technology.
- g) The National Governing Council shall have power to appoint such committees as it may deem necessary.
- h) The National Governing Council shall give directions to the National Secretariat as to the manner in which they shall perform their duties.

- i) All National office bearers shall be elected by members at National General Meetings and shall hold office for a period of two years after which they shall be eligible for re-election for a second and final term of two years in that office.
- j) Any National office bearer or member of the National Governing Council who ceases to be a member of the Association shall automatically cease to be a National office bearer or member of the National Governing Council thereof.
- k) Any National office bearer or member of the National Governing Council may be suspended from office by a resolution of the National Governing Council and a recommendation for his dismissal made to the members in National General Meeting **PROVIDED THAT** before such a resolution is proposed, such member shall have at least twenty-one (21) days prior notice of the resolution and shall have the right to be heard at the meeting at which it is proposed.
- l) Members may by resolution reinstate or dismiss the said National office bearer or member of the National Governing Council and where necessary fill the vacancy so created. Where a resolution to dismiss is made, such person shall from the time of such resolution cease to be an office bearer or member of the National Governing Council of the Association.
- m) By resolution at a National General Meeting, notice of which shall have been sent to the registered office by at least twenty five (25) members at least twenty eight (28) days, prior to the date of the meeting at which it is to be proposed and duly circulated to members, members may by resolution dismiss and where necessary fill the vacancy so created by any office bearer or member of the National Governing Council whose conduct, in their opinion, has compromised the position of the Association or brought the Association into disrepute pursuant to these rules and any other rules and/or regulations of the Association; or has breached any code published by the Association or to which the Association subscribes. Such person shall from the time of such resolution cease to be an office bearer of the Association **PROVIDED THAT** before such resolution is proposed, such member shall have at least twenty-one (21) days prior notice of such resolution and shall have the right to be heard at the meeting at which it is proposed.
- n) Vacancies on the National Governing Council caused by death or resignation may be filled by the National Governing Council temporarily until the next National General Meeting of the Association at which members shall elect persons to fill the vacancy.

14. BRANCH OFFICE BEARERS

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

All of whom shall be Full or Life Members of the Association, and shall be elected at the second succeeding Branch Annual General Meeting to be held in each year from amongst members who have for at least one year preceding the date of election been ordinarily resident within the area of that Branch and will still be so foreseeably resident for at least the next one year.

- (b) All Branch office bearers shall hold office for a period of two years from the date of election until the second succeeding Branch Annual General Meeting subject to the conditions contained in clauses (c) and (d) of this Article and shall be eligible for re-election for a second and final term of two years in that office.
- (c) Any Branch office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.
- (d) Branch Office bearers may be removed from office in the same way as is laid down for the expulsion of members in this Constitution and vacancies thus created shall be filled by persons elected at the Branch General Meeting resolving the expulsion.

15. DUTIES OF BRANCH OFFICE BEARERS

- (a) **BRANCH CHAIRMAN:** The Branch Chairman shall, unless prevented by illness or other sufficient cause, provide leadership and guidance to the Branch Council. Specifically, the Branch Chairman shall preside over all meetings of the Branch Council and all Branch General Meetings and be the chief spokesperson of the Branch.
- (b) **BRANCH VICE-CHAIRMAN:** The Branch Vice-Chairman shall perform duties allocated by the Branch Chairman or the Branch Council, and in the absence of the Branch Chairman shall perform the duties of the Branch Chairman.
- (d) **BRANCH SECRETARY:** The Branch Secretary shall be the secretary to the Branch Council. The Branch Secretary shall issue notices convening all meetings of the Branch and shall together with the Branch Secretariat be responsible for correspondence, keeping minutes and for the preservation of all registers and records of the Branch and any other duties allocated by the Branch Chairman or the Branch Council.
- (i) **BRANCH TREASURER:** The Branch Treasurer shall receive all moneys due to the Branch and shall deposit the same in a bank or banks approved by the National Governing Council and as directed by the Treasurer of the Association; make all payments that are duly approved and keep the Branch's accounts and prepare a statement of the accounts for auditing and present the same at the Branch Annual General Meeting for the consideration by the general members of the Branch.

16. THE BRANCH COUNCIL

- a) The Branch Council shall carry out the governance of the Branch. The Branch Council shall consist of the Branch office bearers and three other members elected by the members of the Branch. The Executive Officer of the Branch Secretariat, where one is appointed, shall be an ex-officio member of the Branch Council.
- b) The Branch Council shall meet at such times and places as it shall resolve but shall in any event meet at least once in every calendar month.
- c) The quorum for meetings of the Branch Council shall be one-half of the members of the Branch Council, and which quorum presence shall include participation by real-time electronic technology.
- d) The Branch Council shall have power to appoint such committees as it may deem necessary, including committees that are along those appointed by the National Governing Council, but as locally applicable and adaptable.
- e) The Branch Council shall give directions to the Branch Secretariat as to the manner in which they shall perform their duties.
- f) All Branch office bearers shall be elected by members at Branch General Meetings and shall hold office for a period of two years after which they shall be eligible for re-election for a second and final term of two years in that office.
- g) Any Branch office bearer or member of the Branch Council who ceases to be a member of the Association shall automatically cease to be a Branch office bearer or member of the Branch Council thereof.
- h) Any Branch office bearer or member of the Branch Council may be suspended from office by either:
 - (i). a resolution of the Branch Council and a recommendation for his dismissal made to the members in Branch General Meeting; or
 - (ii). a resolution of the National Governing Council and a recommendation for his dismissal made to the members in a Consultative Forum.

PROVIDED THAT before such a resolution is proposed, such member shall have at least twenty-one (21) days prior notice of the resolution and shall have the right to be heard at the meeting at which it is proposed.

- i) Members in either a Branch General Meeting or a Consultative Forum may by resolution reinstate or dismiss the said office bearer or member of the Branch Council, and where necessary a Branch General Meeting shall fill the vacancy so created. Where a resolution to dismiss is made, such person shall from the time of such resolution cease to be an office bearer or member of the Branch Council of the Association.

- j) By resolution at a Branch General Meeting, notice of which shall have been sent to the registered office by at least ten (10) members at least twenty eight (28) days, prior to the date of the meeting at which it is to be proposed and duly circulated to members, members may by resolution dismiss and where necessary fill the vacancy so created any office bearer or member of the Branch Council whose conduct, in their opinion, has compromised the position of the Association or brought the Association into disrepute pursuant to these rules and any other rules and/or regulations of the Association; or has breached any code published by the Association or to which the Association subscribes. Such person shall from the time of such resolution cease to be an office bearer of the Association **PROVIDED THAT** before such resolution is proposed, such member shall have at least twenty one (21) days prior notice of such resolution and shall have the right to be heard at the meeting at which it is proposed.
- k) Vacancies on the Branch Council caused by death or resignation may be filled by the Branch Council temporarily until the next Branch General Meeting at which members shall elect persons to fill the vacancy.

17. THE CONSULTATIVE FORUM

- a) There shall be the Consultative Forum, which shall be the representative consultative, deliberative and decision-making forum of the Association. The Consultative Forum shall consist of:
 - (1) the National Governing Council;
 - (2) all Branch Chairpersons;
 - (3) The immediate past Chairman and Secretary General of the Association; and
 - (4) Any other **Ex Officio Members** as adopted by the National General Meeting.
- b) The Executive Officer of the National Secretariat, where one is appointed, shall be an ex-officio member of the Consultative Forum.
- c) A meeting of the Consultative Forum shall be a National General Meeting for purposes of this Constitution, and the provisions on the convening and presiding over a National General Meeting shall apply to it.
- d) The Consultative Forum shall meet at such times and places as it shall resolve.
- e) The quorum for meetings of the Consultative Forum shall be one third of the members of the Consultative Forum, and which quorum presence shall include participation by real-time electronic technology.
- f) Where an issue has been put before the Consultative Forum by either the National Governing Council or a member of the Consultative Forum, and it has been considered, deliberated and decided upon by the Consultative Forum, the same

shall be deemed to have been done for and on behalf of the entire membership of the Association, and only a National General Meeting or a subsequent sitting of the Consultative Forum itself can overturn the decision of the Consultative Forum.

18. NATIONAL AND BRANCH GENERAL MEETINGS

- a) There shall be two classes of General Meetings at both National and Branch levels: Annual General Meetings and Special General Meetings.
- b) National and Branch General Meetings shall be held at such time and place as the respective Executive Committee shall appoint.
- c) No business shall be transacted at any National or Branch General Meeting of Society unless a quorum of members is present at the time when the meeting proceeds to business. Save as may in these rules be expressly otherwise provided, **two thirds** of the then existing members of the Association or the respective Branch being present in person or participation by real-time electronic technology, shall constitute a quorum.
- d) If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day of the following week, at the same time and place, OR to such other day and at such other time and place as the respective National or Branch Council may determine and if at such adjourned meeting a quorum is not present it shall be adjourned *sine die*.
- e) The accidental omission to give notice of a meeting and any other documents required to be circulated with the notice to, or the non-receipt by, any person entitled to receive notice and such documents shall not invalidate the proceedings at that meeting.

19. NATIONAL ANNUAL GENERAL MEETINGS

- a) The National Annual General Meeting shall be held not later than 24th March in each year.
- b) The National Governing Council shall ensure that notice in writing of such National Annual General Meeting, accompanied by the annual statement of account and the agenda for the meeting is sent to all members by post or electronic means not less than twenty-one (21) days before the date of the meeting and where practicable, announced in a press advertisement or otherwise placed in a conspicuous place within the registered and or the official offices of the Association as is accessible to all members not less than fourteen (14) days before the date of the meeting.
- c) The agenda for any National Annual General Meeting shall consist of the following:

- (i) Confirmation of the minutes of the previous General Meeting.
- (ii) Consideration of the annual report and accounts and the audit committee Report for the preceding year.
- (iii) Election of National Office Bearers and members of the National Governing Council (where there are vacancies to be filled).
- (iv) Appointment of Trustees (where there are vacancies to be filled).
- (v) Appointment of auditors for the ensuing year and authorizing the National Governing Council to fix their remuneration.
- (vi) Such other matters as the National Governing Council may decide or as to which notice shall have been given in writing by a member or members to the Secretary General at least for 28 days before the date of the meeting.
- (vii) Any other business with the approval of the Chairman.

20. NATIONAL SPECIAL GENERAL MEETINGS

- a) A National Special General Meeting may be called for any purpose by the National Governing Council.
- b) Notice in writing of such meeting shall be sent to all members by post or electronic means not less than twenty-eight (28) days before the date thereof and where practicable by press advertisement not less than twenty one (21) days before the date of such meeting.
- c) A National Special General Meeting may be called for any special purpose by order in writing to the Secretary General of not less than **one third** of all members for the time being and such meetings shall be held within twenty-eight (28) days of the date of the requisition.
- d) No matter shall be discussed at such meetings other than that stipulated by the National Governing Council or stated in the requisitions.
- e) Quorum for a National Special General Meeting not less than **one third** of all members for the time being, and being present in person or participating by real-time electronic technology.

21. BRANCH ANNUAL GENERAL MEETINGS

- a) The Branch Annual General Meeting shall be held not later than 28th February in each year.

- b) The Branch Council shall ensure that notice in writing of such Branch Annual General Meeting, accompanied by any applicable annual statement of account and the agenda for the meeting is sent to all members by post or electronic means not less than twenty-one (21) days before the date of the meeting and where practicable, announced in a press advertisement or otherwise placed in a conspicuous place within the registered and or the official offices of the Association as is accessible to all members not less than fourteen (14) days before the date of the meeting.
- c) The agenda for any Branch Annual General Meeting shall consist of the following:
 - (i) Confirmation of the minutes of the previous General Meeting.
 - (ii) Election of Branch Office Bearers and members of the Branch Council (where there are vacancies to be filled).
 - (iii) Such other matters as the Branch Council may decide or as to which notice shall have been given in writing by a member or members to the Branch Secretary at least for 28 days before the date of the meeting.
 - (iv) Any other business with the approval of the Branch Chairman.

22. BRANCH SPECIAL GENERAL MEETINGS

- a) A Branch Special General Meeting may be called for any purpose by the Branch Council.
- b) Notice in writing of such meeting shall be sent to all members by post or electronic means not less than twenty-eight (28) days before the date thereof and where practicable by press advertisement not less than twenty-one (21) days before the date of such meeting.
- c) A Branch Special General Meeting may be called for any special purpose by order in writing to the Branch Secretary of not less than a quarter of all members for the time being and such meetings shall be held within twenty-eight (28) days of the date of the requisition.
- d) No matter shall be discussed at such meetings other than that stipulated by the Branch Council or stated in the requisitions.

23. PROCEDURE AT MEETINGS

- a) At all General Meetings of the Association, the respective Chairman or in his absence the respective Vice-chairman or in the absence of both a member of the respective Executive Committee shall take the chair.

- b) At any General Meeting, a resolution put to the vote of the meeting shall be decided by a simple majority via any combination of a show of hands, secret ballot, proxy voting, voting by real-time electronic technology, and also advance voting. In the case of equality of votes, the Chairman shall have a second or casting vote.
- c) No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
- d) The following special provisions on proxy or advance voting, or voting by real-time electronic technology, shall be applied by the respective Executive Committee to give maximum effect for participation:
 - (i). There shall be early voting on key motions listed in the agenda, or on election of any office bearers of the Association by persons who are resident outside Kenya, and also those who are resident in Kenya as of the time of voting but will not be able to attend to vote.
 - (ii). There shall be a maximum of 3 days of early voting via email or other electronic avenues to a central voting address and copied to selected officials for transparency, timed according to the local host time.
 - (iii). An early and proxy vote herein shall be counted as an attendance via electronic means for purposes of the quorum of the said meeting.
 - (iv). In the alternative to early voting, an absentee member may within 3 days to a General Meeting nominate in writing a proxy to vote for him at the said meeting, and the same shall be communicated to a central address and copied to selected officials for transparency.
 - (v). No absentee early vote or nomination of a proxy to vote shall be permitted, recognized or received after the stipulated host time at which the meeting should commence as per the issued notice.

24. AUDIT

- a) The National Governing Council shall nominate and at each National General Meeting members shall by resolution appoint an independent external auditor.
- b) The remuneration of the auditor shall be set by members in National General Meeting **SAVE THAT** members may by resolution delegate the setting of the auditor's remuneration to the National Governing Council.
- c) All the Association's accounts, records and documents shall be opened to the inspection of the auditor at any time.
- d) 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 National Annual General Meeting.

- e) The auditor shall examine such accounts and statements and report to the National Annual General Meeting.
- f) A copy of the audit report together with such accounts and statements and the Audit committee report, if any, shall be sent to members together with the notice convening the National Annual General Meeting.
- g) No auditor shall be an office bearer or a member of the National Governing Council or the Branch Council.

25. TRUSTEES

- (a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the society 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.

26. NATIONAL SECRETARIAT

- a) There may be a National Secretariat for the Association which shall manage the day to day affairs of the Association as shall be established by the National Governing Council, and in the absence thereof the National Governing Council shall manage the day to day affairs of the Association.
- b) The National Secretariat, if any, shall be headed by an Executive Officer who shall be appointed by and be responsible to the National Governing Council.

27. BRANCH SECRETARIAT

- a) There may be a Secretariat for each of the Branches of the Association which shall manage the day to day affairs of the Branch as shall be established by the National Governing Council, and in the absence thereof the Branch Council shall manage the day to day affairs of the Association.
- b) The Branch Secretariat, if any, shall be headed by an Executive Officer who shall be appointed by the Branch Council and be responsible to both the National and Branch Councils.

28. AMENDMENTS TO THE CONSTITUTION

- a) Subject to provisions in the law, amendments to the constitution and rules of this Society must be approved by at least two thirds of members present at a general meeting, both present and voting by either proxy or electronic means as provided for herein.
- b) The amendments 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.

29. DISSOLUTION

- (a) The Association shall not be dissolved except by a resolution passed at a National General Meeting of members by two thirds of members, both present and voting by either proxy or electronic means as provided for herein.
- (b) If no quorum is obtained, the proposal to dissolve the society shall be submitted to a further National 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.
- (c) No dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by at least three of the office bearers.
- (d) Where dissolution of the Association has been approved by the Registrar no further action shall be taken by the National Governing Council or any office bearer of the Association in connection with the aims of the Association herein 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.
- (d) If the dissolution of the Association is approved by the Registrar, the Auditor shall liquidate the assets of the Association and settle its liabilities.

30. INSPECTION OF BOOKS OF ACCOUNTS AND DOCUMENTS PERTAINING TO THE SOCIETY

All documents pertaining to the Association, including the books of accounts and registers of members, and minutes of general meetings, shall be available for inspection at the registered office of the Association by any member who has given not less than seven (7) days' notice in writing of the intention to undertake the inspection.