

PAEDIATRIC ENDOCRINE SOCIETY KENYA (PESK)

---

CONSTITUTION

---

Drawn by  
Sala and Mudany Advocates  
Tumaini House, Moi Avenue  
P.O. Box 6105 – 00100  
Nairobi

## CONSTITUTION AND RULES OF PAEDIATRIC ENDOCRINE SOCIETY KENYA (PESK)

### 1. NAME

The name of the Society shall be **Paediatric Endocrine Society, Kenya** (In this constitution referred to as “the Society”)

### 2. OBJECTS

- a) The establishment of a non-political and non-profit making Society with the sole purpose of offering the best possible medical care to children and adolescents with endocrine disorders.
- b) The improvement of the management and quality of life of children and adolescents living with endocrine disorders.
- c) The promotion, for the public benefit, of clinical practice, education and research in Paediatric Endocrinology.
- d) The establishment of a repository of journals, publications, research material and related resources on endocrine diseases for individuals interested in advocacy for children with endocrine diseases.
- e) The provision of a forum for the interaction of the members of the Society with members of affiliated or like-minded societies both within and outside Kenya and for the participation in the activities of the Society.

### 3. MEMBERSHIP

- a) Any medical professional who is interested in the medical care of children with endocrine diseases, or who has demonstrated active research ability in Paediatric Endocrinology shall be eligible for Active/Ordinary Membership of the Society. Membership is subject to approval by the Executive Committee upon receipt of the prospective member’s letter of application and curriculum vitae and on payment of an entrance fee of K.shs 5,000.
- b) Corresponding Membership is open to anyone with an active interest in the Society, who contributes or has contributed substantially to Paediatric Endocrinology, and who has given an invited lecture to the Society.
- c) Honorary membership is open to anyone with an active interest in the Society, who contributes or has contributed substantially to Paediatric Endocrinology and includes all invited lecturers, tutors at the Paediatric Endocrine Training Centres for Africa (PETCA) and contributors from the European Society of Paediatric Endocrinology (ESPE) and the International Society for Paediatric and Adolescent Diabetes (ISPAD).

- d) Every Active Member shall pay a Society entrance fee of K.shs. 5,000 and a monthly subscription of K.shs. 500 not later than the 15th day of each month.
- e) Any member desiring to resign from the Society shall submit his resignation to the Secretary, which shall take effect from the date of receipt by the Secretary of such notice.
- f) Any member may be expelled from membership if the committee so recommends and if a general meeting of the Society shall resolve by a two-thirds majority of the ordinary members present that such a member should be expelled on grounds that his conduct has adversely affected the reputation or dignity of the Society, or that he has contravened any of the provisions of the constitution of the Society. The committee shall have power to suspend a member from his membership until the next general meeting of the Society following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered. Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time.
- g) Any member who falls into arrears with his monthly subscription for more than six months shall automatically cease to be a member of the Society and his name shall be struck off the register of members. The committee may, however, at its discretion, reinstate such member of the total amount of subscription outstanding.
- h) There will be an ongoing membership recruitment program to encourage membership into the Society. Active members may nominate member and present the nominee to the general assembly.

#### 4. OFFICE BEARERS

- a) The office bearers of the Society shall be
  - i. The Chairman
  - ii. The Secretary
  - iii. The Treasurer

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

- b) All office bearers shall hold office for a term of two years from the date of election subject to the conditions contained in sub-paragraphs (c) and (d) of this rule but shall be eligible for re-election.

- c) Any office bearer who ceases to be a member of the Society shall automatically cease to be an office bearer thereof.
- d) Office bearers may be removed from office in the same way as it is laid down for the expulsion of members in rule 3 (f) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

## 5. DUTIES OF OFFICE BEARERS

### a) Chairman

The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings.

### b) Secretary

The Secretary shall deal with all the correspondence of the Society under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, (s)he shall consult the Chairman. The decisions reached shall be subject to ratification or otherwise at the next committee meeting.

(S)he shall issue notices convening all meetings of the committee and all general meetings of the Society and shall be responsible for keeping of minutes of all such meetings and for the preservation of all records of proceedings of the Society and committee.

### c) Treasurer

The Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the Society and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The Treasurer is responsible to the committee and to the members that proper books of account of all moneys received and paid by the Society are written up, preserved and available for inspection.

## 6. THE COMMITTEE

- a) The committee shall consist of all the office bearers of the Society and three other ordinary members elected at the annual general meeting; such committee members shall hold office for a term of two years and shall be up for re-election on the annual general meeting subsequent to the expiry of the said term of office. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.

- b) Any casual vacancies for members of the committee caused by death or resignation shall be filled by the committee until the next annual general meeting of the Society. Vacancies caused by members of the committee removed from office will be dealt with as shown in rule 4(d).

#### 7. DUTIES OF THE COMMITTEE

- a) The committee shall be responsible for the management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The committee shall have power to appoint such sub-committees as it may deem desirable to make reports to the committee upon which such action shall be taken as seems to the committee desirable.
- b) All moneys disbursed on behalf of the Society shall be authorized by the committee except as specified in rule 12(d).
- c) The quorum for meetings of the committee shall be not less than three (3) members.

#### 8. GENERAL MEETINGS

- a) There shall be two classes of general meetings, annual general meetings and special general meetings.
- b) The annual general meeting shall be held not later than 30<sup>th</sup> November in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of account (see rule 11 (b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.
- c) The agenda for any annual general meeting shall consist of the following:
  - i. Confirmation of the minutes of the previous annual general meeting.
  - ii. Consideration of accounts.
  - iii. Election of office bearers and the committee members (and trustees where necessary in accordance with rule 10 (c).
  - iv. Appointment of auditors in accordance with rule 11(a).
  - v. Such other matters as the committee may decide or as to which notice shall have been given in writing by a member to the Secretary at least four weeks before the date of the meeting.
  - vi. Any other business with the approval of the Chairman
- d) A special general meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and practicable by Press advertisement not less than 7 days before the date of such meeting.

- e) A special general meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than one third of the ordinary members and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 8 (d) and no matter shall be discussed other than that stated in the requisition.
- f) Quorum for general meetings shall be not less than two thirds of the registered members of the Society.

#### 9. PROCEDURE AT MEETINGS

- a) At all meetings of the Society the Chairman, or in his absence, a member selected by the meeting shall take the chair.
- b) The Chairman may at his discretion limit the number of persons permitted to speak in favour of and against any motion.
- c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second or casting vote.

#### 10. 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 Society 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.

#### 11. AUDITOR

- a) An auditor shall be appointed for the following year by the annual general meeting. All the Society's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The Auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law

- or report to the Society in what respect they are found to be incorrect, un-vouched or not in accordance with the law.
- b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.
  - c) No auditor shall be an office bearer or a member of the committee of the Society.

## 12. FUNDS

- a) The funds of the Society may only be used for the following purposes-
  - i. General expenses;
  - ii. Promotion of clinical practice, education and research in Paediatric Endocrinology;
  - iii. Conducting of medical camps and outreach programs targeted at children and adolescents with endocrine disorders;
  - iv. Acquisition and development of Society plots as well as construction and upkeep of buildings and necessary contents.
- b) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Society in any bank approved by the committee.
- c) No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and all cheques on such bank account shall be signed by the Treasurer and one other office bearer of the Society who shall be appointed by the committee.
- d) A sum not exceeding Sh. 10,000 may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- e) The committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and shall have power to appoint another person in his/her place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.
- f) The financial year of the Society shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## 13. AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Society must be approved by at least two-thirds majority of members at a general meeting of the Society. They cannot, however, be

implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

#### 14. DISSOLUTION

a) The Society shall not be dissolved except by a resolution passed at a general meeting of members by vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (f). If no quorum is obtained, the proposal to dissolve the Society shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Society at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.

Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

b) When dissolution of the Society has been approved by the Registrar no further action should be taken by the committee or any office bearer of the Society in connection with the aims of the Society other than to get in and liquidate for cash all the assets of the Society. Subject to payment of all the debts of the Society, 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.

#### 15. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and a list of members of the Society shall be available for inspection at the registered office of the Society by any officer or member of the Society on giving not less than seven days' notice in writing to the Society.