



PAEDIATRIC ENDOCRINE SOCIETY KENYA (PESK)

AMENDED CONSTITUTION



NOVEMBER 29, 2024

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.
- f) The establishment and maintaining of partnerships with organisations, institutions, and individuals for the purpose of providing training programs, workshops, and seminars, aimed at enhancing skills and knowledge, while generating revenue to support the activities of the Society and sustainability.
- g) To acquire, invest in, and manage land, properties, and other financial investments, with the aim of generating income and ensuring the long-term financial stability and growth of the Society, in line with its objectives.

3. MEMBERSHIP

- a) Ordinary Members: Ordinary Membership is open to any Paediatric Endocrinologist who is registered and licensed to practice in Kenya by the Kenya Medical Practitioners and Dentists Council (KMPDC). Membership is subject to approval by the Executive Committee upon receipt of the prospective member's letter of application and on payment of an entrance fee of K.shs 5,000.
- b) Associate Members: Corresponding Membership is open to anyone with an active interest in the Society, who contributes or has contributed substantially to Paediatric Endocrinology. Membership is subject to approval by the Executive Committee upon receipt of the prospective member's letter of application and on payment of an entrance fee of K.shs 2,500.
- c) Honorary Members: 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). Active members of the Society in good standing may also nominate individuals for honorary membership by submitting a written nomination to the Executive Committee, detailing the nominee's contributions. The Executive Committee shall review and approve nominations by a simple majority vote. Honorary members of the Society shall not be required to pay any membership fees or charges for their membership.
- d) Associate Foreign Members: Associate Foreign Membership is open to anyone with an active interest in the Society, who contributes or has contributed substantially to Paediatric Endocrinology, **not** residing in Kenya. Foreign nationals can also apply to be Associate Foreign Members. Membership is subject to approval by the Executive Committee upon receipt of the prospective member's letter of application and on payment of an entrance fee of K.shs 5,000.
- e) A Member will be considered an Active Member after paying the Society entrance fee of K.shs. 5,000 and an annual fee of Kshs. 5,000 on subsequent years. The annual subscription fee shall be paid within 90 days from the start of the membership year.

- f) Ordinary Members shall enjoy the following exclusive privileges and rights:
 - i. The right to vote at the annual general meeting and any special general meeting;
 - ii. The eligibility to nominate, be nominated, and hold positions as office bearers;
 - iii. Access to all benefits, programs, and services designated for members, as determined by the Executive Committee or relevant governing body.
- g) Members in other categories, including but not limited to Associate Members, Honorary Members, and Associate Foreign Members shall not have the right to vote at annual general meetings or special general meetings, nor shall they be eligible to hold office bearer positions. Associate Members may however be eligible to serve as members of the Executive Committee, provided they are elected or appointed in accordance with the rules governing such positions.
- h) Members with dormant accounts, defined as those who have not fulfilled the required obligations under section 3(e) above, shall not be entitled to the benefits, privileges, or rights available to Active Members until their status is reinstated.
- i) Any member desiring to resign from the Society shall submit his/her resignation to the Secretary, which shall take effect from the date of receipt by the Secretary of such notice.
- j) Any member may be expelled from membership if the Executive Committee so recommends and if a general meeting of the Society shall resolve by a two-thirds majority of the Active Ordinary members present that such a member should be expelled on grounds that his/her conduct has adversely affected the reputation or dignity of the Society, or that (s)he has contravened any of the provisions of the constitution of the Society. The Executive Committee shall have power to suspend a member from his/her membership until the next general meeting of the Society following such suspension but not withstanding 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.
- k) 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.

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 Active Members of the Society and shall be elected at the annual general meeting to be held in each year.

- 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 for one more term.
- c) The Chairman of the Society must be an Active Member in good standing and must have held membership in the Society for a minimum of three (3) continuous years prior to being elected or appointed to the position.
- d) During elections, in case no member is interested or no one meets the threshold for holding the position of the Chairperson, the position will be held by any outgoing member of the executive for a maximum of one year.
- e) Any Office Bearer who ceases to be a member of the Society shall automatically cease to be an Office Bearer thereof.
- f) Office Bearers may be removed from office in the same way as it is laid down for the expulsion of members in rule 3 (j) and vacancies thus created shall be filled by election at a special general meeting. In the event that an Office Bearer is removed from office, the Patron shall assume the responsibilities of that office on an interim basis until a new election is conducted and a replacement is duly elected. The Patron shall ensure continuity of operations during this period, without exercising voting rights specific to the removed Office Bearer.
- g) A special general meeting must be convened within three (3) months following the removal of an Office Bearer. The purpose of the special general meeting shall be to address the vacancy and any related matters, ensuring continuity in the leadership of the organisation.

5. DUTIES OF OFFICE BEARERS

a) Chairman

- i. The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Executive Committee and at all general meetings.
- ii. Every question/dispute/problem issue submitted to the Executive Committee shall be ordinarily decided according to the majority of votes cast by the members present and voting at succeeding meeting.
- iii. In the absence of the Chairman at any meeting, another Office Bearer shall preside over the meeting.
- iv. The Chairman shall decide the dates of meeting and shall also be authorised to alter the same, if considered necessary.
- v. The Chairman shall give casting vote in case of a tie. In the case of equality of votes, the Chairman shall have a second or casting vote in addition to his/her vote as a member. Such decision will be binding on all the Members of the Society and the concerned parties.
- vi. The Chairman can write to government and National/International bodies and individuals on important issues and send messages.

b) Secretary

- i. The Secretary shall deal with all the correspondence of the Society under the general supervision of the Executive Committee. In cases of urgent matters where the Executive Committee cannot be consulted, (s)he shall consult the Chairman. The decisions reached shall be subject to ratification or otherwise at the next Executive Committee meeting.
- ii. (S)he shall issue notices convening all meetings of the Executive 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 Executive Committee.

c) Treasurer

- i. The Treasurer shall receive and shall also disburse, under the directions of the Executive Committee, all moneys belonging to the Society and shall issue receipts for all moneys received by him/her and preserve vouchers for all moneys paid by him/her.

- ii. The Treasurer is responsible to the Executive 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.
- iii. The Treasurer shall, prepare a budget of the estimated receipts and expenditure of the Society for each year and present the same for approval of the Executive Committee.
- iv. The Treasurer shall prepare an annual statement of accounts and balance sheet showing the financial position of the Society, get it audited by the auditor(s) appointed at the annual general meeting of the Society and submit it for adoption by the Executive Committee and shall be responsible for all financial affairs of the Society.

6. THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall consist of all the Office Bearers of the Society, the Patron (as defined under rule 6 (b)), the immediate former Chairman of the Society and one Associate Member elected at the annual general meeting; such Executive 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 Executive Committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.
- b) The Patron of the Society shall meet the following criteria:
 - i. The individual must be a member in good standing of the Society, with all dues and obligations fulfilled, and not subject to any disciplinary actions.
 - ii. The individual must have previously served as an Office Bearer within the Society.
 - iii. The individual must have been an Active Member of the Society for at least ten (10) cumulative years, or must be a founding member of the Society.
- c) The Immediate Former Chairman, the Patron and the Associate Member shall serve as non-voting members of the Executive Committee. While they may participate in discussions, provide advice, and share insights during meetings, they shall not have the right to vote in any decisions made by the Executive Committee.
- d) Any casual vacancies for members of the Executive Committee caused by death or resignation shall be filled by election of a new representative at a special general meeting

which must be convened within three (3) months following the death or resignation of the Executive Committee Member. Vacancies caused by members of the Executive Committee removed from office will be dealt with as shown in rule 4(e).

7. DUTIES OF THE EXECUTIVE COMMITTEE

- a) The Executive 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 Executive Committee shall have power to appoint such sub-committees as it may deem desirable to make reports to the Executive Committee upon which such action shall be taken as seems to the Executive Committee desirable.
- b) All moneys disbursed on behalf of the Society shall be authorized by the Executive Committee except as specified in rule 12(C) and rule 7(C). Any amount withdrawn from the accounts of the society will require two signatories and any amount exceeding Ksh. 500,000 (half a million Kenya Shillings) will require three signatories.
- c) The Executive Committee shall have the authority to make decisions on all temporary investments and any other financial matters involving amounts up to but not exceeding five hundred (500,000) Kenya Shillings. Any matters exceeding this limit shall require approval from the Members of the Society at the annual general meeting or special general meeting as relevant. For any temporary investment involving any amount, the Executive Committee must inform all members before proceeding with the investment. A Special Consultative Meeting must be organized to deliberate on the proposed investment.
- d) Meetings
 - i. The quorum for meetings of the Executive Committee shall be not less than three (3) voting members. If there be no quorum within 30 minutes of the time fixed for the meeting, the meeting shall be adjourned to a later time on the same day and place. No quorum will be needed for the adjourned meeting. If there be no quorum for a requisitioned meeting, the meeting shall be dissolved.
 - ii. The Executive Committee shall meet at such time and place as may be necessary for the transaction of the business of the Society as directed by the Chairman, and ordinarily it shall meet not less than four times in a year.

- iii. Ordinarily fourteen days' notice shall be given of all meetings to the members of the Executive Committee, except in case of emergency when a meeting may be called at forty eight hours' notice at the express direction of the Chairman.
- e) A special requisition meeting of the Executive committee may be requisitioned by other Office Bearers or the Patron by giving 14 days written notice to the other members of the Executive Committee. In the event of a tie during a special requisition meeting, the Patron shall have the authority to cast a special vote to break the tie. This vote shall be exercised solely in the case of a deadlock, and the decision of the Patron shall be final in resolving the matter.
- f) The Executive Committee shall have the power to terminate the appointment of the Associate Member by opinion of three fourths majority of the members on grounds that his/her conduct has adversely affected the reputation or dignity of the Society, or that (s)he has contravened any of the provisions of the constitution of the Society in accordance with rule 3(j).

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 31st March every 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 Executive Committee members (and trustees where necessary in accordance with rule 10 (a).
 - iv. Appointment of auditors in accordance with rule 11(a).
 - v. Such other matters as the Executive 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 Executive 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 media 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 fifty percent the Active Members of the Society.

9. PROCEDURE AT MEETINGS

- a) At all meetings of the Society the Chairman, or in his absence, another Office Bearer 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.
- d) The election of Office Bearers shall be conducted electronically through a secret ballot. This process shall ensure confidentiality, fairness, and transparency, allowing members to cast their votes securely and anonymously. The results of the electronic voting shall be verified and announced at the annual general meeting.

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 Office Bearers and shall be appointed at an annual general meeting for a period of two years.
- 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 Executive Committee which shall authorize expenditure of such moneys as it thinks is fit.

11. AUDITOR

- a) The position of auditor shall be an elective post. 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 Executive 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. The publishing of journals, publications, research material and related resources on endocrine diseases.
 - v. Acquisition, investment and management of land, properties, and other financial investments, with the aim of generating income and ensuring the long-term financial stability and growth of the Society.

- vi. The establishment and maintaining of partnerships with organisations, institutions, and individuals for the purpose of providing training programs, workshops, and seminars, aimed at enhancing skills and knowledge, while generating revenue to support the activities of the Society and sustainability.
- b) All monies due to the Society shall be deposited directly into the designated bank account of the Society. A copy of the deposit slip or electronic confirmation shall be promptly provided to the Treasurer for record-keeping and reconciliation purposes. No payments shall be made out of the bank account without a resolution of the Executive Committee authorising 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 Executive Committee.
- c) A sum not exceeding one hundred thousand Kenya Shillings (KSh. 100,000) may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- d) The Executive 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 the Patron shall immediately take over in his/her place. Such suspension shall be reported to a special general meeting to be convened on a date not later than two months from the date of such suspension and the special general meeting shall have full power to decide what further action should be taken in the matter.
- e) The financial year of the Society shall be from 1st January to 31st December.

13. JOURNALS/NEWS BULLETIN OF THE SOCIETY

- a) The Society shall publish a journal/News Bulletin the title of which shall be decided by the Executive Committee
- b) The Editor's post will be filled by inviting applicants from the Active Members of the Society. The Editor can be from among the Executive Committee members also. The Editor shall be nominated, from among the applicants, by the Executive Committee in the month of December of the appointment year by a simple majority of the votes of the members Executive Committee.
- c) Ordinarily the term of the Editor shall be for two years, which will be extendable as per the decision of the Executive Committee of the Society.

- d) The Editor may co-opt members to constitute an Editorial Board with prior - approval of the Executive Committee.

14. POWERS AND RESPOSIBILITIES OF THE EDITOR

- a) The Editor shall publish a regular newsletter/ Journal/ Bulletin. The content of the newsletter shall be solely decided by the Editor, provided it serves the objectives of the Society, and is not offensive in any manner whatsoever.
- b) The newsletter/ Journal/ Bulletin shall be run from the interest of a corpus, along with income from donations from organisations which wish to give information related to meetings, drugs or other products, investigative facilities, or any other issues.

15. 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.

16. 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 Active members of the Society. 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 Executive 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.

17. 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.