

CONSTITUTION

OF

OPHTHALMOLOGICAL SOCIETY OF KENYA

(OSK)

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PREAMBLE

We, the members of Kenya Association of Ophthalmologists;

ACKNOWLEDGING the existence of a supreme being of all creation:

COMMITTED to the Hippocratic Oath and all the rules of ethics governing our profession:

INSPIRED by the need to improve service delivery to mankind and enhancing eye health and quality of life:

RECOGNISING the need to encourage and stimulate exchange of information between our members, strengthen the activities of each corporate member:

PROUD of the desire to encourage the promotion and attainment of professionalism and ethical practices within the profession:

ADOPT this Constitution to ourselves and to our future membership:

PART I – NAME AND INTERPRETATION

ARTICLE 1- NAME

The name of the Society shall be **“Ophthalmological Society of Kenya”** [abbreviated to **“OSK”**] (hereinafter called “the society”) and shall comprise members from Kenya.

ARTICLE 2 - INTERPRETATION

“Affiliate Member” means a natural person whose objectives and aspirations are not at variance with those of the Society and which the Council of the Society has admitted as a non-voting member of the Society.

“Annual General Meeting” means the annual meeting of the members of the Society convened according to this Constitution and in compliance with the law.

“Associate Member” means a natural person who has been admitted by the Council of the Society as an associate member of the Society.

“Council” means the Council of the Society elected in terms of this Constitution.

“General Meeting” means a meeting of members either annual or special convened in accordance with this Constitution.

“Officers” mean the Hon. Chairperson, the Vice-Chairperson, Hon. Secretary and the Hon. Treasurer of the Society.

“Special General Meeting” means a general meeting apart from the Annual General Meeting called by either the Council or requested by members to conduct special business.

“The Society” means the Ophthalmological Society of Kenya (abbreviated as ‘OSK’)

PART II – OBJECTIVES

ARTICLE 3 - MAIN OBJECTIVE

The main purpose of the Society is to maintain, advance and advocate for the highest professional standards and ethics in the public interest and to promote the interest of its members in Kenya

ARTICLE 4 - SPECIFIC OBJECTIVES

The Society shall have the following principal objects:

- (i) To provide and support research in Ophthalmology and related disciplines;
- (ii) To provide a forum for all ophthalmologists in Kenya and all those interested in ophthalmology to meet and exchange ideas;
- (iii) To raise, mobilize and disburse funds and other resources for the promotion of the objects of the Society;
- (iv) To publish newsletters, bulletins, proceedings of scientific conferences and ophthalmologic journals;
- (v) To establish centers to do all such other acts and things as are incidental or conducive to the attainment of any of the above objects;
- (vi) Generally to do all such acts and things as may be expedient for the attainment of the above objects or any of them;
- (vii) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Society but may be carried out in as full and ample a manner construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct Society.

PART III - MEMBERSHIP

There shall be three categories of members namely; Full members, Associate members and Affiliate members.

ARTICLE 5 – FULL MEMBERSHIP

1. Shall be open to all Ophthalmologists registered to practice in Kenya upon such member submitting an application in writing to the Committee stating the category of the membership so desired.

2. The Council shall reserve the right to so admit as a member any such applicant as they deem fit and their decision shall be final.

ARTICLE 6 - ASSOCIATE MEMBERSHIP

1. The criterion to be applied shall be the same as that applied to application for admission to full membership of the society.

2. Members under this provision shall include, Medical Practitioners training to become Ophthalmologists or interested in Ophthalmology, Ophthalmic Clinical Officers, Ophthalmic Nurses, Optometrist and Opticians.

3. Associate membership for ends the year the Resident graduates after which the following year, they pay as full members.

ARTICLE 7 - AFFILIATE MEMBERSHIP

1. Appointment

The Council may in its absolute discretion extend at any time to any association, organization, institute or body whose objects are similar or are not objectionable to those of the Society, an invitation to become an affiliate member of the Society for a period to be determined by the Council provided that such a period may be extended at the sole discretion of the Council.

Affiliate Members shall enjoy such privileges as the Council of the Society may specify at the time of admission. Organizations desirous of being admitted as affiliate members shall submit their applications on the specified application form and shall pay such fees and undertake to abide by such rules of membership as the Council shall stipulate from time to time. Affiliate members shall have no voting rights although their official representative may at the discretion of the Council be allowed to participate in the General Meetings of the Society.

ARTICLE 8 - TERMINATION OF MEMBERSHIP

1. Termination of full membership

A full member may at any time terminate its membership by giving a two (2) month notice in writing to the Council.

1.1 If in the opinion of the Council any full member shall cease to be qualified for membership of the Society the Council may after giving such a member not less than two (2) months' notice and after considering such representations (if any) as shall have been received from such member recommend to the Society in the Annual General meeting that the membership of such a member should be terminated.

1.2. Every such recommendation shall be considered without delay by the Society in the general meeting at which the full member the subject of the recommendations shall be entitled to be present, and to be heard and if approved without amendment by a simple majority of those present and voting without taking into account any vote cast by such corporate member, such recommendation shall be adopted and the membership of that member shall forthwith be terminated.

1.3. If at a General Meeting, members decide not to adopt such a recommendation or to adopt it with variations the recommendation shall be referred back to the Council for reconsideration and should the Council deem it necessary, the Council may re-submit the recommendation to the Society at the General Meeting.

2. Termination of Associate Membership

Associate membership, may be terminated by a resolution of the Council of the Society at any time and for any reason which in its absolute discretion the Council may consider sufficient, and an Associate Member may at any time terminate his or her membership by a three **(3)** month notice in writing to the Council.

3. Termination of Affiliate Membership

Affiliate membership may be terminated by a resolution of the Council of the Society at any time and for any reason which in its absolute discretion the Council may consider sufficient, and an Affiliate Member may at any time terminate its membership by notice in writing to the Council.

PART IV - GOVERNANCE

ARTICLE 9 - THE COUNCIL

1. Responsibility

The management of the Society shall be vested in a Council to be known as the Council of the Society.

2. Composition

The Council shall be composed of the officers for the time being of the Society, the immediate past Chair of the Society and any two members nominated and by the members of the Society.

3. Resignation

Any member of Council may resign at any time by giving a three (3) month notice in writing to the Council.

4. Assumption of Office

The members of the Council shall assume office immediately after election at an Annual General Meeting and shall continue to hold office until their successors have been appointed.

ARTICLE 10 - OFFICERS

1. Positions

The officers of the Association shall be the Hon. Chairperson, Hon. Secretary and Hon. Treasurer.

2. Duties of Officers of the Association

2.1. The Chairperson

The Chairperson shall preside at all meetings of the Society and of the Council, and shall have the duties and powers normally appurtenant to the office of the Chairperson in addition to those particularly specified in this Constitution.

2.3. Hon. Secretary

The Hon. Secretary shall carry out the statutory duties of secretary including but not limited to ensuring the keeping of a written record of all the meetings of the Society and Council and all the matters of which a record shall be ordered by the Society. The Hon. Secretary shall also assist the Chairperson when and where possible and in the absence of the Chairperson. He/She shall be responsible for the proper receipt and management of official correspondence, including:

- i. Notice of members of meetings and events;
- ii. Acceptance of membership applications;
- iii. Notifying new members of their invitations to membership;
- iv. Keeping a roll of the members of the Society with their addresses, phone numbers and e-mail; and
- v. Notifying Officers of their election to office;
- vi. Any other duties as may be considered appropriate or delegated by the Council.

2.4. Hon. Treasurer

The Hon. Treasurer shall ensure proper collection, recording and accounting of all monies due or belonging to the Society. Monies shall be deposited in a bank or banks designated by the Council, in the name of the Society. The books shall at all times be accurate, up to date and open to inspection. A report shall be given at every meeting of the condition of the Society's finances and every item of receipt or payment not before reported; and at the Annual General Meeting, an account shall be rendered of all monies received and expended during the previous year. In the event of resignation, death or expulsion of the Hon. Treasurer, all monies and books of account of the Society shall be vested with the Chairperson until the office of the treasurer is filled.

3. Term of office

The Officers shall serve a two-year term provided that no officer may serve for more than two consecutive terms. At the end of the first term officers may offer themselves for re-election for a second term of office provided that only a third of the Council members in the first and second terms from the commencement of this constitution shall offer themselves for election.

4. Non-attendance of meetings

Any officer who fails to attend three consecutive Council meetings within the Association's year shall be removed from office unless a majority of the Council members present and voting at the meeting from which the officer is absent for the third time votes to excuse the absences.

PART V - ELECTIONS

ARTICLE 11 - ELECTIONS

1. Conduct of elections

The election of officers and other members of the Council shall be conducted by nomination process.

2. Change of offices

The newly elected officers shall take office one (1) month after the elections during which time each retiring officer shall have handed over to his or her successor in office all properties and records relating to that office.

PART VI - MEETINGS

ARTICLE 12- GENERAL MEETINGS

1. Annual General Meeting

There shall be held not later than the 31st day of August in each year a general meeting (herein referred to as the annual general meeting) to conduct the following business: the report of the Council on the past year's activities, the receiving and adopting of the annual accounts and the auditor's report thereon, the appointment of the auditor for the ensuing year, the fixing of his remuneration (if any), the election of officers (if applicable that particular year); and the consideration of any other matter of which not less than fourteen days' notice in writing shall have been given to the Secretary.

2. Special General Meeting

There may be held as and when the Council shall consider it desirable or as members or a section of members may requisition, further general meetings to be known as special general meetings to conduct such specialist business as may be decided by the Council or as the requisitionists may specify.

3. Scientific Meeting

The Society shall hold Scientific Meetings, Workshops, Seminars, Conferences and Continuing Medical Education at such venues as may be decided by the Council or its appointed Organizing Committees. Annual Scientific conference shall be held during the month of August each year or at such other time as the Council may decide at a venue decided not later than one year in advance by the Council and approved by the AGM

4. Social Functions

The Society shall hold social functions at least once every year the nature of which functions shall be decided by the Council.

ARTICLE 13- PROCEEDINGS AT MEETINGS

1. Chairing of Meetings

At every Annual General Meeting of the Society or meeting of the Council, the meeting shall be chaired by the Chairperson or in his or her absence or at his or her request by the Hon.Secretary. If neither the Chairperson nor Hon.Secretary ,or is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall designate one of them to chair the meeting.

2. The Quorum for Meetings

The quorum at the Annual General Meetings of the Society shall be two thirds (2/3) and for a Special General Meeting a third (1/3) of the Society members who have duly subscribed for membership to the Society of that year and at meetings of the Council the quorum shall be a third (1/3) of the members of the Council. If within half an hour from the time appointed for the meeting a quorum is not present, the meetings, if convened upon the requisition of members shall be dissolved, and in any other case it shall stand adjourned to a time, not earlier than seven days for Council meetings and fourteen days for Annual General Meetings, to be decided by the Chairperson in consultation with other officers, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall proceed with the number present but such that no meeting shall be held with less than two persons.

ARTICLE 14 - NOTICE OF GENERAL MEETINGS

1. Notice Period

At least twenty one (21) days' notice (exclusive of the day on which the notice is to be served and the day for which it is given), specifying the place, day and the hour of the meetings of the Society shall be given for all Society and Council meetings provided that where a meeting is called by shorter notice than that specified in the constitution, it shall be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote at the meeting. Provided also that the

accidental omission to give notice to or the non- receipt of notice of a meeting by any person entitled to receive such a notice shall not invalidate the proceedings of that meeting.

2. The Notice

Written notices of every Annual General Meeting (together with a copy of the agenda) shall be sent to each member of the society. No person shall be entitled to receive notice of an Annual General Meeting by virtue only of being an Affiliate member of the Society. Every such member shall be entitled to attend and speak but not vote at such meetings.

ARTICLE 15 - VOTING AT GENERAL MEETINGS

1. The vote

Every member shall have one vote, provided that when any matter affecting a member personally comes before the meeting, although he may be present at it, he shall not be entitled to vote on the question and the Chairperson may require him or her to withdraw during the discussion, and he or she shall in that case withdraw accordingly.

2. On a poll

On a poll, votes shall only be given personally and not by proxy. A poll demanded on the election of the Chairperson, or on the question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll. A demand for a poll may be withdrawn.

3. Mode of voting

At any Annual General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by at least two members. Unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands, been carried, shall be conclusive evidence of that fact without proof of the number or proportion of the vote recorded in favor of or against such a resolution.

4. Casting vote by the Chairperson

In case of equality of votes, whether by a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place, or at which a poll is demanded, shall be entitled to a casting vote.

PART VII – THE FUNDS OF THE SOCIETY

ARTICLE 16– FUNDS OF THE SOCIETY

I. The Funds of Society

The funds of the Society shall comprise such subscriptions and other dues paid by members, grants, donations and any other funds received from any authorized sources for the benefit of the Society and its members or for the promotion of the Society and its activities.

2. Subscriptions

The annual subscription of each full member shall be such sum or sums as shall from time to time be fixed by the Annual General Meeting. Such subscription is payable upon admission and on or before the 1st day of January in each succeeding year and expires on the 31st day of December next following. In the event of the membership of a member terminating from any cause during the course of a year no part of the subscription of that member for that year or any previous year shall be refundable. Where a member fails to pay such annual subscription within the stipulated period the Council may, after due notification to the member of not less than sixty (60) days, suspend or terminate the membership. Half of the subscription fee will be submitted to the College of Ophthalmology of Eastern Central and Southern Africa (COECSA) as the membership fee for the college.

ARTICLE 17- ACCOUNTS

1. Duty of the Hon. Treasurer

The Hon Treasurer shall prepare or cause to be prepared a balance sheet on or before the 31st day of December of every year and an income and expenditure statement to that date shall be prepared annually and signed by the Hon. Treasurer and at least two other officers of the Society and audited by a suitably qualified person. A copy thereof with the auditor's report thereon attached shall be presented to members at the Annual General Meeting.

It shall be the responsibility of the Hon. Treasurer to cause the accounts to be kept and in particular as regards the sums received and expended by the Society and the matters in respect of which such receipts and expenditures take place and the assets and liabilities of the Society.

2. Books of Account

The books of account shall be kept at the offices of the Society or at such other place or places as the Council may think fit, and shall always be open to inspection by the members of the Council during business hours.

3. Accounts and Reports

At the Annual General Meeting in, the Council shall lay before the members present a proper income and expenditure statement for the period since the last statement. A proper Balance Sheet as at the date on which the income and expenditure statement is made up shall be prepared every year, and laid before the members present at the Annual General Meeting. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors.

4. Circulation

Copies of the income and expenditure statement, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force, and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, be sent to the auditors and to all other persons entitled to receive notices of such meetings in the prescribed manner not less than twenty one (21) clear days before the date of the Annual General Meeting.

ARTICLE 18– AUDIT

1. Auditors

The Society shall at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting. Provided that a member of the Council or other officer of the Society shall not qualify to be appointed auditor of the Society. The Council may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing auditor or auditors, if any, may act.

2. Remuneration

The remuneration of the auditors of the Society shall be fixed at the Annual General Meeting, except that the remuneration of any auditors appointed to fill any casual vacancy may be fixed by the Council.

3. Access

Every auditor of the Society shall have a right to see all relevant vouchers, and shall be entitled to access at all times the books and accounts he requires from the Society.

4. Report

The auditors shall make a report to the members of the books of account examined by them and on every Balance Sheet laid before the Society at its Annual General Meeting during their tenure of office, and the report shall state:

- (i) Whether or not they obtained all the information and explanations they required; and

- (ii) Whether, in their opinion, the Balance Sheet referred to in the report is properly drawn up so as to reflect a true and correct view of the state of the Society's affairs.

ARTICLE 19– INSPECTION OF BOOKS OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and list of members of the Society shall be available for inspection at the office by any member of the Society on giving not less than seven (7) days notice in writing to the Society, provided that the books of account and all documents relating thereto and list of members shall always be open for inspection by the officers during business hours.

ARTICLE 20– APPLICATION OF FUNDS AND ASSETS OF THE SOCIETY

1. Application

The funds and assets of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in this constitution; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift, bonus or otherwise by way of profit to the members of the Society, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or prevent the payment of interest at a rate not exceeding current bank rate on money lent or reasonable and proper rent paid for premises demised or let by any member to the Society .

2. Payment to Officers and employees

Provided also that no elected officer of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any such officer except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent paid for premises demised or let to the Society.

PART VIII – TRUSTEES

ARTICLE 21 - TRUSTEES

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 two 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.

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 the opinion of the trustees is necessary or desirable

shall be reported by the trustees to the committee which shall authorise expenditure of such moneys as it thinks fit.

PART IX - AMENDMENTS TO CONSTITUTION

ARTICLE 22- AMENDMENT

This Constitution may be amended at any Annual General Meeting of the Society by a decision of not less than two thirds of the voting members there present, provided that notice of the proposed amendment shall have been sent by registered post to the members of the Society and provided that prior consent in writing of the Registrar is obtained upon application to him made in writing signed by at least three of the officers.

PART X – DISSOLUTION AND DISPOSAL OF PROPERTY

ARTICLE 23– DISSOLUTION

1. Resolution

The Society shall not be dissolved or wound up except by a resolution passed at a General Meeting of the members by the two-thirds (2/3) majority votes of the members present. The quorum at the meeting shall be one half of all the members of the Society. Provided, however, that no dissolution shall be effected without prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by at least three of the officers.

2. Quorum.

If no quorum is obtained, the motion to dissolve or wind up the Society shall be adjourned to the next 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.

ARTICLE 24– DISPOSAL OF RESIDUAL ASSETS ON DISSOLUTION

1. Disposal

If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to some other Society or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society.

2. Determination of beneficiary

Provided that such Society or institutions is or are to be determined by the members of the Society at or before the time of dissolution, and in default thereof, by a judge of the Kenyan Courts of Justice, and if and so far as effect cannot be given to the aforesaid provisions, then to some other charitable object.

PART XI – FORMATION OF BRANCHES

ARTICLE 25 - BRANCHES

Branches of the society may be formed with the approval of the Council and the Registrar of Societies and they will adopt the same Constitution as that of the headquarters with the following exceptions:

- (a) The aims and objects will not include the formation of branches;
- (b) Amendments to the Constitution can only be made by the headquarters of the Society in accordance with Part IX; and
- (c) The provisions of Part X shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.