

CONSTITUTION AND RULES

OF

THE KENYA PAEDIATRIC ASSOCIATION
(KPA)

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ARTICLE 1: NAME

The Name of the Association shall be the Kenya Paediatric Association (KPA) herein referred to as **“THE ASSOCIATION”**.

ARTICLE 2: AREA AND BRANCHES

- i. The Area to be served by the Association is the Republic of Kenya.
- ii. The Council shall have Power to make Rules within the Terms of this Constitution for the Formation of different Regional Branches of the Association.

ARTICLE 3: NATURE

The Membership to the Association shall be Voluntary (and shall not be under the control of any Local Authority except in so far as it acts as Agents for such an Authority for Specific Purposes).KPA shall be Non-Profit Making Association serving all Kenyans alike with no Discrimination whatsoever.

ARTICLE 4: MISSION, VISION, MOTTO, CORE VALUES AND OBJECTIVES

a. Mission

To be the guide and leader in comprehensive child healthcare delivery through promotion of best practice in paediatrics training, research, policy formulation and capacity building of members

b. Vision

Provision of an optimal healthcare environment for children.

c. Motto

Afya ya watoto wetu

d. Core Values

1. Leadership with veracity
2. Quality:committed to excellence in paediatric care, training, research and service delivery
3. Inclusivity: champions of access and availability of paediatric healthcare and services for all children
4. Integrity:recognised and respected as a paediatric practitioners par excellence
5. Innovation: leaders in professional development and practice

e. Objectives

1. To Foster the Interest of the people of Kenya in all measures considered necessary to Combat Childhood diseases, by enlisting their active co-operation in implementing such measures and by acting as a Center of public enlightenment on all measures for the Management, Prevention, Control and Eradication of Childhood Diseases.
2. To Disseminate Knowledge concerning the Causes, Treatment and Prevention of Childhood Diseases by any means deemed expedient.
3. To Play significant Roles in Counseling Support in the fight against Societal Ills such as Drug Abuse, HIV/AIDS, Rape / Sodomy etc.
4. To Encourage Research into Causes, Management and Prevention of Childhood Diseases in Kenya.
5. To Collaborate in Research, Advocacy, Education, Training and sharing Experiences for the implementation of Best Strategies.
6. To Facilitate Availability, Accessibility, Affordability and Acceptability of Child Health Care in Kenya.
7. To Raise Funds and receive Donations, Endowments, Legacies and Gifts or other Property, Materials or Equipment of any kind offered as Gifts for the Enhancement of Child Health so as to achieve KPA's Mission.
8. To Support and Supplement the Efforts of the Government, Non-Governmental Organizations or any other Medical, Professional or Service Organization in the Management, Prevention, Control and Eradication of Childhood Diseases.
9. To Offer Voluntary and Non-profit making Assistance for Better Child Health for all Kenyans.
10. To Hold or Arrange for the holding of periodical Meetings of the Association and of the Medical Profession generally for Scientific and Social purposes.
11. To Encourage and Assist Regional Paediatric Meetings.
12. To Circulate such Information as may be thought desirable by means of Paediatric Journal (to be published at such intervals as the Board may at its sole and absolute discretion Decide), which shall be the Journal of the Association and by the occasional publication of Transactions or other Papers.
13. To Maintain Liaison whether by meetings or correspondence or otherwise with other Medical Associations and Bodies through out the World.
14. To Promote Cooperation and Friendship among the Paediatricians all over the World and especially so in Kenya.

15. To Adopt such other Measures as may from time to time be deemed Advisable or Expedient for the Attainment of the Objects set forth above.
16. To Perform all such Actions as maybe deemed Incidental to or Conducive with the Attainment of the above Objectives or any of them.

ARTICLE 5: AFFILIATION

The National Council shall have the Power to request and put into effect Affiliation to the International Paediatric Association (IPA), Union of National African Pediatric Societies and Associations (UNAPSA), or any other Body it may consider fit to be Affiliated to.

ARTICLE 6: MEMBERSHIP

a. Classes of membership

Membership of the Association shall consist of Life, Ordinary, Associate, Corporate, Student and Honorary Categories.

- i. **LIFE MEMBERSHIP:** Any person paying the prescribed Subscription Fee to the Association or giving Service approved by the Council shall be a Life Member of the Association with power to vote at all meetings.
- ii. **ORDINARY MEMBERSHIP:** Every Medical Practitioner Registered as a Specialist in Paediatrics by the Medical Practitioners and Dentist Board in Kenya Paying the prescribed Subscription Fee to the Association shall be eligible to become an Ordinary Member of the Association with power to Vote at all meetings in thatcalendar year.
- iii. **ASSOCIATE MEMBERSHIP:** Any other Medical Practitioner, Clinical Officer, Nurse, Pharmacist, Physiotherapist, etc, who have special Interest or Training in Paediatrics after paying the prescribed Fee to the Association shall be legible for Associate Membership subject to approval of the council. Associate Members will Not have any Voting right at any General Meeting.
- iv. **CORPORATE MEMBERSHIP:** Any Public Health Authority, Professional or Medical Organization or any other interested Service Organization or Company donating an agreed Fund to the Association shall be eligible for Corporate Membership with a Representative Voting at the Annual General Meeting.
- v. **STUDENT MEMBERSHIP:** Any Student who shall pay the prescribed Subscription Fee to the Association shall be eligible to be a Student Member of the Association and shall Not have the right to Vote at any General Meetings during that calendar year.

- vi. HONORARY MEMBERSHIP: The Board shall have Powers to Bestow on those Persons who have made Outstanding Medical or other Achievement an Honorary Membership of the Association.

b. Subscription

- i. Every Member shall Pay to the Association an Annual Subscription Fee of such Amount, as may from, time to time, be determined by the Board and be ratified at a General Meeting.
- ii. Each Year's Subscription shall entitle the Member during that Year to all Privileges of Membership of the Association.
- iii. Life Ordinary, Associate and Student Members shall be vetted by the Secretariat, which shall then forward their names for approval by the Board.
- iv. Corporate Membership will have to be Approved by the Board and the Terms and Conditions mutually accepted must be Endorsed.

c. Termination of membership

- i. The Board shall have the Power to Suspend any Member from Membership and recommend his/her Expulsion to the next General Meeting on the grounds that his/her Conduct had adversely affected the Reputation or Dignity of the Association or that s/he has been Guilty of activities which contravene the Aims and Objectives of the Association
- ii. A Member who has fallen into Subscription Arrears for a year shall be deemed to have Ceased being a Member of the Association. All Classes of Members shall pay all such Accumulated Arrears but the Board may at its discretion Exempt any Member from this Requirement, if deemed fit.
- iii. A Member may Resign from the Association by submitting a Written Letter of Resignation to the Association's Secretary.
- iv. Any Member who for any reason Ceases to be a member shall NOT be entitled to a Refund of his/her Subscription or any part thereof or any Moneys contributed by him/her at any time before, during or after cessation of his/her Membership.

ARTICLE 7: GOVERNANCE

- a. The Association shall be Governed by a National Council with Headquarters in Nairobi. The Function of National Council shall be to Protect the Tenets of the Constitution and Formulate Policy Decisions. The Patron shall Chair the National Council and the Council shall elect its Secretary.

- b. The National Council shall consist of 9 members:
- i. Patron
 - ii. Chairman
 - iii. iiVice-Chairman
 - iv. Secretary

 - v. Treasurer
 - vi. 2 Branch representatives
 - vii. 2 Representatives of interested/allied organizations in Kenya
- c. The National Council Shall be Convened by the Patron as and when the need arises.

ARTICLE 8: THE BOARD

- a. The Office Bearers of the Association shall constitute **"THE BOARD"** which shall consist of the following:
- i. The Chairman
 - ii. The Vice-Chairman
 - iii. The Secretary
 - iv. The Assistant Secretary
 - v. The Treasurer
 - vi. Four (4) Committee members
 - vii. Executive Officer
 - viii. The Immediate Past Chairman will be an ex-officio member
- b. All the Office Bearers except the Executive Officer shall be fully subscribed Members of the Association and shall be elected at Annual General Meeting for a period of Two Years.
- c. The Executive Officer shall be a non-voting Member of the Board by virtue of the Office.
- d. No Elected Office Bearer shall hold the Same Position for more than Two Consecutive Terms, (of 2 years each) unless unanimously approved by the AGM and that too for only One More Term.
- e. Any Office Bearer who Ceases to be a Member of the Association shall automatically cease to be an Office Bearer.
- f. Any Board Member – Within the Tenure of such Board being Absent from Three (3) Consecutive Meetings without Valid Reason/Apology or Prior Permission of the Chairman shall Ipso Facto Cease to be a Member of the Board.
- g. The Board shall have the Authority to Appoint another Member of the Association in his/her place temporarily or otherwise.

ARTICLE 9: DUTIES OF THE OFFICE BEARERS

- a. **Chairman:** The Chairman shall, unless prevented by Illness or other Sufficient Cause, Preside over all Meetings of the Board and all General Meetings.
- b. **Vice-Chairman:** The Vice-Chairman shall Perform any Duties of the Chairman in the Absence of the Chairman.
- c. **Secretary:** The Secretary shall deal with all the Correspondence of the Association under the general supervision of the Board. In cases of urgent matters where the Board cannot be Consulted, s/he shall consult the Chairman or the Vice-Chairman, whoever will be available. The Decisions reached shall be subject to ratification or otherwise at the next Board meeting. He/she shall issue Notices convening Meetings of the Association and shall be responsible for keeping Minutes of all such Meetings and for Proceedings etc of the Association and the Board.
- d. **Assistant Secretary:** In the Absence of the Secretary, the Assistant Secretary shall Perform all the Duties of the Secretary and such other Duties as shall be Assigned to him by the Secretary or Board whether the Secretary is present or not.
- e. **Treasurer:** The Treasurer shall Receive and Disburse under the directions of the Executive Committee, all Moneys belonging to the Association and shall issue Receipts for all Moneys received by him/her, and preserve Vouchers for all Moneys paid by him/her. S/he shall enter, preserve and make available for inspection the proper 'Books of Account" of all Financial Transactions of the Association. All Moneys disbursed must be ratified by the Board if not previously approved.
- f. **Executive Officer:** Shall be responsible for the Day-to-Day running of the Secretariat under the direction of the Executive Committee. S/he shall Manage the Secretariat and all its functions as Authorized by the Board.

ARTICLE 10: EXECUTIVE COMMITTEE

- a. There shall be established an Executive Committee consisting of the Chairman, Secretary, Treasurer and Executive Officer.
- b. The Executive Committee shall be Responsible for the Day-to-Day running of the Association as conferred upon by the Board.
- c. If any Member of Executive Committee is unable to Act by Reason of Resignation, Absence or any other Reason, the Chairman shall appoint some other Member of the Board in his place temporarily or otherwise.

ARTICLE 11: DUTIES OF THE BOARD

- a. The Board shall be Responsible for the Management of the Association and for that purpose may give Directions as to the manner in which, within the Law, they shall Perform their Duties. The

Board shall have Power to appoint Sub-Committees, as it may deem desirable to make reports to the Board upon which such Action shall be taken as deems to fit.

- b. All Moneys Disbursed on behalf of the Association shall be Authorized by the Board.

- c. The Board shall be Vested with the Authority to Write, Amend, Add, Delete, Alter and Endorse By-Laws. However all By-Laws will have to be ratified, rectified or be rejected at the Next General Meeting by a clear majority, to be enforced.

ARTICLE 12: SUBCOMMITTEES

- a. The Board shall have the Power to appoint Sub-committees for Special Purposes e.g. Immunization, HIV/AIDS, Child Abuse, Scientific Conference etc.

- b. Such Committees shall Cease when their Function has been Fulfilled or, as the Board shall deem appropriate.

ARTICLE 13: THE SECRETARIAT

- a. The Board shall appoint a Secretariat, which shall be Responsible for Implementing all the Association's Policies and Projects.

- b. The Secretariat shall be Headed by an Executive Officer who shall be answerable to the Board.

- c. Members of the Secretariat shall be Hired on Contract, Renewable, depending on the availability of Funds and Satisfactory Job Performance.

- d. The KPA Personnel and Accounting Policies and the Employment Act of Kenya shall Govern Members of the Secretariat.

ARTICLE 14: PATRON

- a. The National Council may Invite a Distinguished Person to become the Patron of the Association.

- b. The Patron will not have any Executive or Trustee Duties in the Association.

ARTICLE 15: FINANCE

- a. The Association's Accounts shall be held in a Reputable Bank, Financial Institution or Building Society recommended by the Executive Committee and approved by the Board.

- b. The Account Signatories shall be Chairman, Vice Chairman, Secretary and Treasurer. Any two of these Signatories shall have the Powers to Authorize account Transactions, One of whom Must be either Chairman or Treasurer.

- c. The main sources of Income for the Association shall be: -
 - i. Membership fees
 - ii. Government subsidy
 - iii. Donations
 - iv. Any other Sources approved by the Board.

- d. The Funds shall be Utilized towards meeting any of the following:
 - i. Payment for the expenses and overheads required to carryout the Objects of the Association on various matters of Paediatric and other Relevant issues.
 - ii. Paying Personnel manning the Secretariat.
 - iii. Paying the cost of Running and Managing the Secretariat.
 - iv. Paying for Professional Services rendered by Accountants, Auditors, Advocates and other Professionals.
 - v. Any other Incidental Payment approved by the Board.

- e. The Association may from time to time Raise, or Borrow such Sum of Money as shall be Recommended by the Board, Approved by the Trustees and Sanctioned by the Council. The Board shall only then forward the Request as a Special Resolution for Approval or otherwise at a General Meeting. The Association may Secure Repayment of or Raise any Sums as aforesaid by Mortgage or Charge upon a whole or any part of the Property and Assets of the Association as the Association may think expedient.

- f. The Board shall prepare a Balance Sheet and Financial Statements of the Association for Each Year such Balance Sheet and Statements shall be Audited by the Auditors of the Association.

ARTICLE 16: AUDITORS AND HONORARY LEGAL ADVISER

- a. The **Executive Committee Shall Appoint Auditors** who shall Audit the Accounts of the Association for the Year and present such Audited Accounts to the Next Annual General Meeting.

- b. The Audited Accounts shall be circulated to the Members before the Annual General Meeting.

- c. The Honorary Legal Adviser of the Association shall also be Appointed at the Annual General Meeting. He will Advise and Act on behalf of the Association on all Legal Matters.

ARTICLE 17: MEETINGS

a. Annual General Meeting

- i. An Annual General Meeting of the Members of the Association shall be held Once in a calendar Year.

- ii. The Principle Business of the Annual General Meeting shall be to receive Reports from the Chairman, Secretary and Treasurer.

- iii. To Elect Members of the Board (Office Bearers) for the ensuing Two Years when due.

- iv. To Elect two Branch Representatives and two Representatives of Interested / Allied Organizations to the Governing Council of KPA for the ensuing Two Years.

- v. To Elect Trustees of the Association, as and when their position falls Vacant.

- vi. The Annual General Meeting shall also Discuss such other Matters as the Board may Decide or to which Notice shall have been given in writing by Members at least 14 days before the Day of the Meeting. AOB will only be permitted by the Chairman.

- vii. The notice of the Annual General Meeting shall be given at least 21 days before such a Meeting.

- viii. The Annual General Meeting shall preferably be held on the last Saturday of every April. Unless otherwise directed by the Board.

- ix. Quorum: - The business of the Annual General Meeting or Extraordinary General Meeting shall commence when 50% of the total fully paid up Members are Present. If within half hour of the time fixed for the meeting there is no Quorum, one third of the fully paid up Members will constitute a Quorum. If even then there is no Quorum the Meeting will be Adjourned and Reconvened at a Date, Time and Place as decided by the Members present by a Majority Vote and then whosoever is Present shall constitute the Quorum.

b. Extraordinary General Meeting

- i. An Extraordinary General Meeting shall be called when found necessary by the Board.

- ii. A Request for an Extraordinary General Meeting can also be made to the Board by a Member with support of Signatures of at least one third of fully paid up Members.

- iii. A Request for an Extraordinary General Meeting shall be expressed in Writing to the Secretary at least twenty one days before such a Meeting takes place.

- iv. The Notice of the Extraordinary General Meeting shall be given at least Fourteen (14) days before such a Meeting.

- v. No other Business shall be Transacted at such Meeting except the Business stated in the Notice convening the Meeting.

c. Board Meetings

- i. The Board Meetings shall be held on the 2nd Thursday of every other Month.

- ii. An Urgent Meeting can be called if the Chairman so Desires by Special Notice.

- iii. The Quorum for all Board Meetings shall be half of its Members. If within half an hour there is no Quorum then one-third Members will constitute a Quorum to Transact any Business. But any Decisions taken will have to be Ratified by a full Quorum of at least half the Board Members.

d. Executive Committee Meetings

- i. The Executive Committee shall hold a meeting with the entire Secretariat every 3 months (January, April, July, and October) or when Desired by the Chairman or upon receiving a Requisition signed by not less than 4 Members of the Board specifying the Agenda of the Special Meeting of the Board.
- ii. The Meeting shall be held on the 1st Friday of every Quarter unless otherwise decided by the Executive Committee.
- iii. The Objective of the Meetings will be to discuss the Secretariat Progress and Map a way forward.

e. Decision at meetings

Questions or Disagreements arising at ANY Meeting shall be decided by a clear majority of Votes. Each Member present shall have one vote and in case of equality of votes, the Chairman shall have a second or a casting vote.

Voting shall be by secret ballot or by raising hands if there be unanimity.

ARTICLE 18: TRUST

The Association may Appoint such Persons as its Trustees.

The Trustee shall Hold any Pieces of Parcels of Land or any Interests therein Vested in Them by a Resolution of the General Meeting. They also may Hold all Donations, Gifts and every other Assurance and Land (Including the Use and Occupation therein) which may have Heretofore been or Hereinafter Lawfully Made and which may Subsequently be Vested in the Trustees by Resolution of the General Meeting of the Association.

Such Lands, Donations, Gifts and Assurance shall be Held and Used for Purposes Connected with the said Kenya Paediatric Association and Subject to Trusts Imposed or Wishes Expressed by the Donor.

It shall be Competent for the Association to Accept, Carry Out and Fulfill the "Trusts" and Manage and Superintend any "Trust Funds" Handed over to the Association or Bestowed on Them by Gift or by Trust Deed or by Will and which Gifts and Trusts Confirm with the Aims and Objects of the Association as well as in the Accordance with the Terms to be Agreed upon between the Association and the Donor and Contained in Such Gift, Trust Deed or by Will, Without being Responsible for any Loss,

Damage or Expenses Incurred during the Maintenance, Superintendence and Management of such Gift or Trust.

ARTICLE 19: TRUSTEES

- a. All Assets, Trusts, Endowments etc which shall be acquired by the Association shall be Vested in the Names of not less than 3 Trustees who shall be Members of the Association and shall be appointed at an Annual General Meeting for a period of Three (3) Years.
- b. One Trustee shall Retire each year in Rotation.
- c. The Trustees will appoint one of them to be the Registered Trustee.
- d. On Retirement, such Trustees shall be eligible for re-election. For a maximum of Two Three-Year terms.
- e. A General Meeting shall have the power to Replace any of the Trustees and all Vacancies occurring by Removal, Resignation or Death, shall be filled at the same or next General Meeting.
- f. The Trustees shall pay all Income received from Property vested in the Trustees to the Treasurer.
- g. 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 Board. The Board shall after due consideration Authorize Expenditure of such Moneys, as it thinks fit.

ARTICLE 20: NO CONFIDENCE MOTION

Where there is Sufficient Reason as to remove the Chairman or any Trustee or Member from his Office, No Confidence Motion will have to be carried by at least 75% of Votes at the Special General Meeting. The Chairman/Trustee/Member will be deemed to have been Removed from his/her Office upon Adoption of the No Confidence Motion. For moving a No Confidence Motion against the Chairman/Trustee Signature of at least Half of all Registered Voting Members on the No Confidence Motion prior to be Requisitioned will be Essential.

The Notice for the No Confidence Motion at this Special General Meeting shall be given at least Fourteen (14) days before such a Meeting is convened. No Other Business whatsoever shall be Transacted at this Specific Special General Meeting.

ARTICLE 21: ARBITRATION

All Disputes arising from the contents of the Constitution or as to any Act of Omission under the Association shall at the instance of either Party be referred to Arbitration and unless the Parties hereto

Agree on the Appointment of a Single Arbitrator appointed by the Chairman, for the time being, of the Chartered Institute of Arbitration in Kenya at the request of either Party and such Reference shall be deemed to be a Submission to Arbitration within the Meaning of the Arbitration Act cap 49 and the Amendments thereto for the time being in force in Kenya.

ARTICLE 22: INDEMNITY

In Purported Exercise of his Duties, no Office Bearer or Member of the Association shall be personally Liable for any Loss that might be occasioned to the Association arising out of any Unwise Agreement, Purchase or Sale if it is made in Good Faith, Honestly believing the same to be in the Interest of the Association.

Every Office Bearer or Member of the Association, whether doing Work with or as a Volunteer, shall be Indemnified by the Association and it shall be Duty of the Association to Pay all Costs, Losses, and Expenses which such Office Bearer or Member may Incur on behalf of the Association or become Liable by reason of any Contract entered into or things done by him as such Office Bearer or Member in the Discharge of his Legitimate Duties provided that He has acted in Good Faith and has not committed Fraud, Embezzlement or a related Crime and provided that such Act and or Duty was properly sanctioned and or Authorized.

ARTICLE 23: INTERPRETATIONS

The Council shall be the sole Authority for Interpretation of these Rules and By Laws and the Decision of the Council on any Question of Interpretation shall be Binding provided that if any Question of Interpretation is raised at a General Meeting of the Association then the Decision of that General Meeting shall be Binding.

ARTICLE 24: CONSTITUTION AMENDMENTS

- a. NONE OF THE FOREGOING RULES of the Association shall be Expunged, Altered or Modified except at a General Meeting duly Summoned for the Sole Purpose of considering the Association's Rules, and unless a Clear Two-Third Majority is Obtained in Favor of such Expunction, Alteration or Modification.
- b. Such Special Meeting shall be called by giving at least twenty eight (28) days notice to all Current Members, and such Notice shall State Precisely which Rules this Special Meeting should consider Amending.
- c. No Other Business shall be Transacted at such Meetings, except the Business stated in the Notice convening the Meeting.
- d. A Two-Thirds Majority of those Present at such Meeting shall be Required to effect the Proposed Changes.

e. All Constitutional Amendments Must be Ratified by The National Council.

ARTICLE 25: DISSOLUTION

- a. If upon Winding up or Dissolution or the Association there Remains, after the Satisfaction of all its Debts and Liabilities, Any Property whatsoever, the Same shall Not be Paid to or Distributed among the Members of the Association but shall be Given or Transferred to some other Institution(s) having Objects similar to the Objects of the Association.
- b. Such an Association shall be Determined by the National Council at or before the time of Dissolution.
- c. If so far as Effect cannot be given to the Aforesaid Provision, then to some Charitable Organization.

The end

Approved by The Board:

Chairman	Dr. David Githanga
Secretary	Dr. Reson Marima
Treasurer	Dr. Peter Ngwatu

REGISTRATION

Kenya Paediatric Association (KPA) is a Society dully Exempt from Registration under section 10 of the Society's Act, Cap 108, Laws of Kenya.
The Certificate of Exemption is number 1944 issued on 19th December 1968.