

THE CONSTITUTION OF THE KENYA ASSOCIATION OF RADIOLOGISTS

1. Name

The name of the association shall be the “Kenya Association of Radiologists”, herein after referred to as the ‘Association’.

2 Objects:-

The object of the association shall be:-

- a) To encourage the study and improve the practice of radiology in relation to the medical profession and research,
- b) to protect the interests of it’s members,
- c) to act in an advisory capacity in the various aspects of radiation hazards related to x-ray generators and radioactive sources and to advise interested bodies regarding protective measures to be taken,
- d) to encourage the safe use of x-ray generators and radioactive substances by authorized qualified persons and the attempt to stop the misuse and abuse of x-ray generators and radioactive substances,
- e) to achieve the foregoing objects by:-
 - i. periodical meeting of the members of the radiological profession.
 - ii. the publication of periodical newsletters or articles of literature.
 - iii. co-operating with other professional organizations.
 - iv. taking any action which may achieve the objectives of the association.
- f) to act within the frame work of the constitution of the association and to refrain from activities contrary and prejudicial to the policy of the Government of Kenya thus making the association a non-political body.

3. Membership

a) Member A Candidate for the membership of the association must:-

- (i) be a medical practitioner duly registered to practice in Kenya.
- (ii) be engaged in the practice of radiology.
- (iii) hold a qualification in radiology recognized by the Council of the Association,
- (iv) be nominated by two existing members of the association who will vouch that he or she fulfills the conditions of membership.

b) Associate Member A Candidate for associate membership must:-

- (i) be a medical or dental practitioner duly registered in the country in which he or she practices, and either:-
- (ii) be a registered member of a course of study for a radiological qualification, or,
- (iii) satisfy the Council of the Association that he or she has sufficient interest or skill in radiology to justify associate membership. Associates are entitled to attend and speak at scientific meetings and to

attend general meetings and have such other privileges as the Council may decide, but have no right to vote.

- (iv) an associate member, appointed under clause 3, on acquiring a radiological qualification approved by the Council will, from the date of such qualification convert to being a full member.

(c) Life Member Any member who has been either:-

- (i) for 20 years continuously a member of the association or,
- (ii)
 - a) for 10 years continuously a member and,
 - b) has ceased to practice radiology and,
 - c) holds no paid radiological appointments, shall be eligible for election as a life member of the Association on the recommendation of the Council. Election shall be by a two thirds majority at a general meeting of the members. A life member shall be eligible for election or appointment to any office in the association, but shall not be liable to pay any subscription to the association.

(d) Honorary Member

- (i) Distinguished members of the medical profession who in the opinion of the council will further or advance the interests of the Association may be elected honorary member of the Association by a general meeting of the members.
- (ii) An Honorary member shall not be liable to pay subscription and shall not be entitled to vote but shall have the privilege of attending the annual general meeting in each year and such other privileges as may be conferred on him or her by the Council.
- (iii) An honorary membership shall be the title of honour and respect by this Association.

4 Subscription

- (i) Save as otherwise provided by the Association's by-laws, every ordinary and associate member shall pay to the association an annual subscription of such amount as may be from time to time prescribed by the council. Such subscription shall be due on the first of January each year and shall be paid latest by 31st March of the calendar year. A member shall cease to enjoy the benefits and privileges of membership if he fails to pay his subscription by this deadline.
- (ii) Once paid, the subscription will be non-refundable.
- (iii) The subscription shall confer upon members of the association the right to receive any publication of the Association for the current year.

5. Termination of Membership

Membership of the Association, whether Ordinary or Associate, may be terminated in any of the following events: -

- a) By resignation subject to such notice as may be prescribed by the By-laws .
- b) Ipso facto by default in the payment of subscriptions due to the Association for such period as may be prescribed from time to time by the by – laws.
- c) Upon sentence (after conviction of any crime in a Court of Law) to imprisonment, penal servitude, preventive detention, with or without the option of a fine or to any greater punishment (but without prejudice to the generality of the foregoing such termination of membership may not be invoked in the case of conviction under the Traffic Act for the time being in for OR
- d) Upon erasure on the ground of professional misconduct of any kind from any Medical Register for the time being established in Kenya.
- e) By expulsion on the grounds that the conduct of the Member is detrimental to the honour and interests of the Medical profession as a whole or of the Association, or calculated to bring the profession or the Association into disrepute, or on the grounds that member has willfully and persistently refused to comply with the provision of these articles or the By laws of the Association.

PROVIDED that such expulsion shall be preceded by an inquiry by a Committee appointed by the Council for such a purpose. The Committee shall issue a member under inquiry with a fourteen days' notice specifying a time and place at which such member may be heard in his defence. The council shall have power, after due inquiry by such Committee, to expel such a member whose conduct shall be held by such Committee to be such as renders him liable to expulsion.

6. The Office Bearers

- a) the office bearers of the association shall be:-
A Chairman, a Vice-chairman, a Secretary, and a Treasurer and four other members elected at the annual general meeting in each year and also the outgoing Chairman all of whom shall be fully paid up members of the Association and shall be elected at the Annual General Meeting to be held each year. The Council shall run for one year and be eligible for re-election for a further one year.
- b) all office bearers shall hold office from the date of election until the succeeding Annual General Meeting subject to the conditions contained in subparagraph 'c' & 'd' of this rule but shall be eligible for re-election.
- c) Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer there of.
- d) Office bearers may be removed from office, in the same way as is laid down for expulsion and suspension of members in Rule 5, and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

7 Duties of the Office bearers

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

Vice Chairman The Vice Chairman shall perform any duties of the Chairman in his absence.

Secretary The Secretary shall deal with all correspondence of the Association under the general supervision of the Council. In cases of urgent matters where the committee cannot be consulted he or she shall consult the Chairman or if he or she is not available, the Vice Chairman. The decisions reached shall be subject to rectification or otherwise at the next Council meeting. He or she shall issue notices convening all meetings of the Council and all general meetings of the Association and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the association and of the Council. In the absence of the Secretary the Vice-chairman shall perform all the duties of the Secretary and such other duties.

Treasurer The Treasurer shall receive and shall also disburse under the direction of the Council all monies belonging to the Association and shall issue receipts for all monies received by him and preserve vouchers for all monies paid by him. The Treasurer is responsible to the Council and to the members that proper books of accounts of all monies received and paid by the Association are written up, preserved and available for inspection. In the absence of a Treasurer the Vice-Chairman shall perform such duties.

8 The Council

- i) The Council shall consist of all the office bearers of the Association and two other members elected at the annual general meeting in each year, such Council members shall hold office until the following Annual General Meeting. The Council shall meet at such time and places as it shall resolve but shall meet not less than once in every three months.
- ii) Any casual vacancies for members of the Council caused by death or reorganization shall be filled by the Council until the next annual general meeting of the Association. Vacancies caused by members of the Council removed from office, will be dealt with as shown in rules '6' 'd'.
- iii) *The Quorum for meetings of the Council shall be not less than four members.*

9. Duties of the Council

- (i) The Council shall be responsible for the management of the Association and for that purpose may give direction to the office bearers as to the manner in which, within the law, they shall perform their duties. The Council shall have power to appoint such subcommittees, as it may deem desirable to make reports to the Council upon which such action shall be taken as seen desirable to the Council.

- (ii) All monies disbursed on behalf of the Association shall be authorized by the Council, except as specified in rule 12.
- (iii) The Quorum for meetings of the Council shall be not less than four members.

9. General Meetings

- i) There shall be two classes of General Meetings, Annual General Meetings and Special General Meetings.
The Annual General Meeting shall be held not later than the 30th of January in each year. Notice in writing of Such Annual General Meeting accompanied by the Annual Statement of accounts and the agenda for the meeting shall be sent to all members no less than 21 days before the date of the meeting. *The Auditor shall be invited to attend the AGM and read the statement of accounts.*
- ii) The agenda for any Annual General Meeting shall consist of the following:-
 - Confirmation of the minutes of the previous Annual General Meeting.
 - Consideration of accounts.
 - Election of the office bearers and Council members.
 - Appointment of auditors.
 - Such other matters as the Council may decide or as to which notice shall have been given in writing by a member or members to the Secretary at least 4 weeks before the date of the meeting.
 - Any other business with the approval of the chair.
- iii) A Special General Meeting may be called for any specific purpose by the Council. Notice in writing of such a meeting shall be sent to all members not less than 14 days before the date of such a meeting.
- iv) A Special General Meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than two thirds of the paid up members and such meeting shall be held within 21 days of the date of requisition. The notice for such meeting shall be as shown in Rule '9 iii', and no matter shall be discussed other than that stated in the requisition.
- v) The quorum for general meetings shall be not less than two thirds of the paid up members for the Association.
- vi) Procedure at meetings
 - i) *The Chairman shall conduct business of the Council at all its meetings. In his absence the Vice-Chairman shall conduct the business. If both are absent, then the members shall form a quorum and select one among them to chair and conduct the business of the Council on that day.*

- ii) *Issues requiring decision making shall be carried by consensus and in the event of a deadlock decided by simple majority, where the Chairman has the casting vote.*

10. Trustees

- (i) The Association shall have a Board of Trustees made up of four (4) trustees who shall be appointed at an Annual General Meeting for a term of three years.
- (ii) A member of the Association shall be eligible for appointment and or election as a Trustee if such a member has been 10 years continuously a member of the Association during which time he MUST have served as an elected member of the Council.
- (iii) On expiry of the term, such Trustee and or Trustees shall be eligible for re-election at an Annual General Meeting for a further term of three years.
- (iv) A General Meeting shall have 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.

Duties of Trustees

- (v) All immovable property, investments and securities which shall be acquired by the Association shall be vested in the Trustees to manage and administer the same for the sole benefit of the members of the Association.
- (vi) All income received from property vested in the Trustees and any and all funds of the Association shall be vested in the Trustees to hold in trust for the members of the Association and such income or funds shall be deposited in trustees' account or in Fixed Deposit Receipts with a reputable bank.
- (vii) The Trustees shall appoint two Trustees within their ranks as the authorized signatories with regard to the trustees' account. Provided always that the duly appointed Chairman of the trustees shall be one of the authorized signatories.
- (viii) All funds for the Association shall be receipted and transferred to the trustee accounts.
- (ix) Upon election of a new Council at the Annual General Meeting (AGM) the outgoing council shall release a sum of Kshs. 500,000 to the incoming Council for general expenses and for other uses including but not limited to funds for organizing meetings and conferences. These funds together with all surplus amounts will be accounted for by the Council and that all surplus funds exceeding the above mentioned amount of Kshs. 500,000.00 shall be remitted back to the trustees prior to the next Annual General Meeting. If the Council has a balance less than KShs. 500,000 at the end of their tenure, which will be a loss for the said year, they will be required to explain this to the members at the AGM and the trustees

will be required to 'top up' the amount to KShs. 500,000 for use by the incoming Council.

- (x) The Board Meetings of the Trustees shall be convened at least twice per year and the quorum thereof shall consist of not less than three (3) members.
- (xi) The Chairman of the Board of Trustees may at the request of the trustees invite the chairman of the Association to attend Board Meetings.
- (xii) Decisions made by the Board shall be by simple majority of those present except where otherwise provided. In case of a tie, the Chairman of the Board will have a casting vote.

11. Auditors

- (i) An Auditor shall be appointed for the following year by the Annual General meeting. All the Association's accounts, records and documents shall be open to the inspection of the Auditor at any time. The Treasurer shall produce an account of his receipts and payments and statements of assets and liabilities made up to a date which shall not be less than 6 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 certify that they are correct, duly vouched and in accordance with the law or report to the association in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- (ii) A Copy of the Auditors report on the accounts and statements together with such accounts and statement shall be furnished to all members at the same time as 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.
- (iii) No Auditor shall be an office bearer or a member of the council of the Association.

12. Funds

- i) The funds of the Association may only be used for the following purposes:-
 - a) Stationery and necessary equipment.
 - b) To delegates for attending conferences.
 - c) To carry out the objects of the association.
- ii) All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Association in any Bank or Banks approved by the Council.

No payment shall be made out of the Bank account without a resolution of the Council authorising such payment and all cheques on such bank account shall be signed by two of the following:-
The Treasurer, The Chairman, and one officer bearer of the Association who shall be appointed by the Council.
- iii) A sum not exceeding Kshs.200/- may be kept by the Treasurer for petty disbursements for which proper account shall be kept.

- iv) The Council 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 Association and shall have power to appoint another person in his place. Such suspension shall be reported to 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 could be taken in the matter.
- v) The financial year of the Association shall be from 1st January to 31st December

13. Branches

There can be regional branches of this Association. The members may form a Committee to run the affairs of the KAR in that particular branch, reporting to the national governing Council. The rules for these branches shall remain the same as that of the national body. Membership required to form a branch shall be a minimum of ten.

14. Amendments to the Constitution

The amendments to the constitution of the association must be approved by at least a two third majority of members at a general meeting of the Association. They cannot, however, be implemented without the prior consent in writing of the Registrar following an application to him made in writing and signed by three of the office bearers.

15. Dissolution

- (a) The Association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two third of members present. The Quorum at the meeting shall be as shown in Rule 9 (v). If no Quorum is obtained, the proposal to dissolve the Association 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 Association at least 14 days before the date of the meeting. The Quorum for this second meeting shall be the number of members present.
- (b) 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.
- (c) When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the Council or any office-bearer of the Association in connection with the aims of the Association other than to get in and liquidate for cash all the assets of the Association. Subject to the payment of all the debts of the Association, the balance there off shall be donated, with the approval of the meeting at which the resolution for dissolution is passed, to any suitable medical body, for the purposes of medical research within the Republic of Kenya.

16. Inspection of Accounts and List of Members

The books of accounts and all documents relating there to and a list of members of the Association shall be available for inspection with the Secretary of the Association for any

officer or member of the Association on giving not less than 7 days notice in writing to the Secretary.