

**CONSTITUTION OF THE KENYA
ASSOCIATION OF PATHOLOGISTS**

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NAME

- 1.1. This association shall be called “THE ASSOCIATION OF PATHOLOGISTS” and its Head Office will be at the College of Health Sciences, Kenyatta National Hospital, P. O. Box 19676, NAIROBI, Kenya.

2. OBJECTIVES

- 2.1. The Kenya Association of Pathologists, henceforth referred to as the Association, has no political objectives and is formed solely for the purpose of furthering the public interest by encouraging the study, advancing the science and improving the practice of Pathology in Kenya. To achieve these objectives, the Association shall:

- 2.1.1. Promote the advancement of all medical and non-medical sciences which fall under the umbrella of Pathology: Anatomical Pathology, Haematology and Blood Transfusion, Clinical Chemistry, Immunopathology, Medical Jurisprudence, Neuropathology, Microbiology (which includes Bacteriology, Virology, Mycology and Parasitology), Oncology, Cytopathology, Molecular Pathology [and other medical laboratory subspecialties which will evolve from time to time.](#)
- 2.1.2. Promote scientific knowledge of Pathology through meetings, seminars, discussions, reports and publications.
- 2.1.3. Assist individuals in the field of Pathology to pursue advanced studies and to engage in scientific investigations.
- 2.1.4. Establish ethics and standards for education, training and practice in the field of Pathology.
- 2.1.5. Formulate mechanisms for the creation, promotion and maintenance of standards for certification of individuals in all branches of Pathology.
- 2.1.6. Initiate and participate in programmes related to Pathology that are in the interest of the public.
- 2.1.7. Promote programmes for the recognition of the profession of Pathology.
- 2.1.8. Seek legally accepted mechanisms in advising the Ministry of Health in matters pertaining to the practice of Pathology including the advancement of quality control in Clinical Laboratories.
- 2.1.9. Liaise with other professional associations inside and outside Kenya

3. MEMBERSHIP

- 3.1. Ordinary members shall be medical or non-medical professionals who possess recognised and registrable postgraduate qualifications in any branch of Pathology and who are engaged in the practice of Pathology.
- 3.2. Candidates for Membership shall apply in the prescribed forms to the Executive [Association](#) Committee and shall be sponsored by at least two ordinary members of the Association. The Executive Committee will scrutinise the applications and elect eligible applicants.
- 3.3. Once elected, the applicant will be required to pay registration fees, annual subscriptions and any other fees that may be prescribed by the Association from time to time.
- 3.4. Each ordinary member of the Association shall have one vote.
- 3.5. Associate membership will be conferred to medical and non-medical persons who are postgraduate trainees in any branch of Pathology.
- 3.6. Candidates for associate membership shall apply on prescribed forms to the Executive [Association](#) Committee and shall be sponsored by at least two ordinary members. The Executive Committee will scrutinise the applications and will elect eligible applicants.
- 3.7. Once elected, the applicant will be required to pay registration fees, annual subscriptions and any other fees that may be prescribed by the Association from time to time.
- 3.8. Associate members are not entitled to hold office or to vote at general meetings.
- 3.9. Honorary membership will be conferred to scientists who have attained distinction by their contribution to medical science upon nomination and by vote by the Executive Committee.
- 3.10. Honorary members shall neither vote nor hold office in the Association. They will not be required to pay fees or annual subscriptions.
- 3.11. A member of the Association shall cease to be a member when:
 1. He/she dies
 2. He/she resigns from membership
 3. He/she is expelled by the General Assembly
 4. He/she fails to pay his dues for two consecutive years

- 3.12. Ordinary members who leave the country permanently shall assume the status of non-resident ordinary members provided they are fully paid up at the time of departure and will continue to receive General Assembly minutes but they will not be entitled to vote. They will however continue to receive the Association's publications on payment of appropriate fees.
- 3.13. Any member who is removed from membership or resigns shall not be entitled to a refund of his subscription or any part thereof of moneys contributed by him at any time.

4. REINSTATEMENT

- 4.1. After a lapse of more than one year subsequent to resignation, reinstatement shall be through the usual procedure required for election to any class of membership: application, election, payment of dues for the current year in advance. Within a period of one year following resignation, reinstatement to previous status may be effected by payment of all the indebtedness to the Association.

5. DISCIPLINE

- 5.1. Any person holding membership of any classification in the Association who has engaged in conduct which is contrary or destructive of its purpose or which in any way tends to injure the Association or to affect adversely its reputation shall be subject to discipline in the manner described in the following section.
- 5.2. The formal charges shall be made in writing by at least five members to an ad-hoc ethics Committee who shall forward the same together with their findings to the Executive Committee. When so warranted, the Executive Committee shall fix time and place for the hearing. A copy of charges, together with time and place of the hearing shall be forwarded by registered mail to the individual against whom the complaint has been lodged at his most recent address known to the Association at least 30 working days before the date fixed for the hearings.

The individual may file with the Executive Committee not less than ten days prior to the hearing, a written answer to the charges. The Executive Committee shall have power to discuss the charges, to censure, to announce suspension of membership or expulsion of the individual, as the findings warrant and such action shall be duly recorded in the Association's files. Re-instatement subsequent to suspension and not expulsion may be effected by means of the usual procedure required for

election to Association membership, provided prior approval of the Executive Committee is obtained.

6. NON-PAYMENT OF DUES

6.1. Privileges of membership begin with payment of dues following elections of membership. Payment of dues for each successive year is an annual obligation of membership unless the written resignation of the member is received by the Executive Committee prior to January 1st of the effective year of resignation.

A Member who has not paid his dues or any other duly authorised assessment or obligations shall be classified as delinquent unless all financial obligations are paid by March 31st of the year for which payment is due and will be notified of forfeiture of membership by the Executive Committee if his dues are not paid by 31st of December of the year for which payment is due. Re-instatement charges shall require re-application and re-election preceded by the liquidation of all the indebtedness to the Association. It shall be his right to request re-instatement.

6.2. Only members who are in good standing shall have any right, title or interest in the property and funds of the Association. Only ordinary members may hold Association office of Association committee membership. Only members may represent the Association in professional matters.

7. OFFICE BEARERS

7.1. The business of the Association shall be conducted, managed and controlled by the Executive Committee which shall consist of the following members:

1. The Chairman
2. The Vice-chairman
3. The Secretary
4. The Assistant-Secretary
5. The Treasurer
6. Two (2) ordinary members

7.2. All the office bearers shall be fully paid-up ordinary members of the Association and shall be elected at an Annual General Meeting

7.3. All office bearers shall hold office for a minimum period of two consecutive years from the date of election and may be re-elected for a further period of two consecutive years after which they cannot stand for re-election.

The two ordinary members, who are members of the Executive Committee but are not office bearers, will each serve for a period of 3

years and will not be eligible for re-election for the same positions. Holding any office in the Association or re-election is subject to conditions contained in paragraphs 5 and 6.

7.4. Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer.

7.5. Office bearers may be removed from office in the same way as laid down for the expulsion of members in rules 5 and 6

8. DUTIES OF OFFICE BEARERS

8.1. Chairman

8.1.1. The Chairman shall unless prevented by illness or other sufficient cause preside over all meetings of the Executive Committee and all General Meetings.

8.1.2. He or his appointee will be the chief-spokesman of the Association and shall represent the Association at all international and national bodies to which it is affiliated.

8.1.3. In consultation with the Executive Committee he will appoint the ad-hoc Ethics Committee. He will have the casting vote.

8.2. Vice-Chairman

8.2.1. The Vice-Chairman shall perform any duties of the Chairman in his absence. He shall assume the post of Chairman on resignation, death, dismissal or incapacitation of the Chairman until the next elections.

8.3. Secretary

8.3.1. The Secretary will keep records of all proceedings of the Association. He will issue notices concerning all meetings of the Executive Committee and all general meetings of the Association. He will furnish the Registrar of Societies with Annual Returns.

8.4. Assistant Secretary

8.4.1. The Assistant Secretary shall perform any duties of the Secretary in his absence. He shall assume the post of Secretary on resignation, death, dismissal or incapacitation of the Secretary until the following elections.

8.5. Treasurer

8.5.1. The Treasurer shall receive and shall also disburse under directions and approval and consent of the Executive Committee all moneys belonging to the Association and shall issue receipts for all

moneys received by him and preserve vouchers for all moneys paid by him.

- 8.5.2. He shall be accountable to the Chairman and Executive Committee for all expenditures incurred by or on behalf of the Association.
- 8.5.3. He shall prepare membership cards and distribute them to full-paid members. He shall prepare a statement of accounts for each financial year and circulate and submit this prior to annual general meetings. He shall be responsible for submission of an annual statement of accounts to the Registrar of Societies.
- 8.5.4. He shall be responsible to the Chairman and the Executive Committee and to the members that proper books of account of all moneys received and paid by the Association are written up, preserved and available for inspection.
- 8.5.5. Notwithstanding the above, in cases of extreme emergency, in the interest of the Association, the Chairman can take appropriate action. However, this must be reported to the Executive Committee for its ratification within 14 working days.

9. THE EXECUTIVE COMMITTEE

- 9.1. All members of the Executive Committee shall be elected by secret ballot after nomination by three persons for each vacant office. [A nominee will have to accept nomination in writing.](#)
The Executive Committee shall consist of all the office bearers of the Association elected after two years and two other members elected every three years at an annual general meeting. The Committee shall meet not less than once in any six months.
- 9.2. Any vacancies for members of the Committee caused by [death](#), resignation, dismissal or incapacitation shall be filled by the Committee until the next elections.

10. DUTIES OF THE EXECUTIVE COMMITTEE

- 10.1. Responsibility of the affairs of the Association, including the determination of relationships and obligations of the Association, the sub-committees and the individual members thereof, shall be rested in the Executive Committee as the legislative body of the Association.
- 10.2. It will examine and approve or reject applications for membership.
- 10.3. It will receive the recommendations and findings of the sub-committees and act on them as necessary.
- 10.4. It will approve and authorise expenditures except as specified in rule 16.4

- 10.5. The quorum for meetings for the Executive Committee shall be not less than four members.

11. THE SUB-COMMITTEES

11.1. Education, Research and Certification Sub-Committee

It will be responsible to the Executive Committee. It will establish standards for education and certification in all fields of Pathology. It will provide guidance on recommendations on research activities relating to the field of Pathology in Kenya. It will review and report on all aspects of education, research and training in the field of Pathology in Kenya to the Executive Committee.

11.2. Publications and Editorial Scientific Sub-Committee

It will be responsible to the Executive Committee. It will be responsible for all publications of or on behalf of the Association

11.3. Social and Public Relations Sub-Committee

It will be responsible to the Executive Committee. It will organise all public and social functions as directed by the Executive Committee. It will be responsible for dissemination of the Association's activities to the public.

11.4. Quality Assurance and legal Sub-Committee

It will be responsible to the Executive Committee. It will deal with quality control of Clinical Laboratories in Kenya.

11.5. Finance Sub-Committee

- 11.6. Members of the Sub-Committees shall stand for re-election for another period of two consecutive years after which they cannot stand for the position.

12. GENERAL MEETINGS

- 12.1. There shall be two classes of general meetings: Annual General Meetings and Special General Meetings.

- 12.2. The Annual General Meetings shall be held not later than **the last week of November** in each year. Notice in writing of such Annual General Meetings, accompanied by the agenda for the meeting shall be sent to all members not less than 21 working days before the date of the meeting

and when necessary by press, radio or television advertisement not less than 14 working days before the date of the meeting.

- 12.3. The agenda for any Annual General Meeting shall consist of the following:
 1. Confirmation of the minutes of the previous Annual General Meeting
 2. Treasurer's report of the accounts
 3. Election of office bearers if this falls within that particular year
 4. Appointment of auditors
 5. Such other matters as the Committee may decide or as to which notice shall have been given in writing by a member or members to the Secretary at least 30 working days before the date of the meeting
 6. Any other business with the approval of the Chairman
- 12.4. A Special General Meeting may be called for any specific purpose by the Committee. Notice in writing of such meetings shall be sent to all members not less than 7 working days before the date thereof and when necessary by press, radio or television advertisement not less than 7 working days before the date of such meetings.
- 12.5. A Special General Meeting may be called for a specific purpose by order in writing to the Secretary by not less than 5 members and such meeting shall be held within 30 days of the date of requisition. The notice for such meetings shall be as shown in rule 12.4 and no matter shall be discussed other than that stated in the requisition.
- 12.6. The General Meeting will appoint members of the various sub-committees
- 12.7. Quorum for General Meetings shall be not less than half the registered members of the Association.

13. PROCEDURE AT MEETINGS

- 13.1. At all meetings of the Association the Chairman or, in his absence the Vice-Chairman or, in the absence of both of these officers, a member elected by the meeting shall take the Chair.
- 13.2. The Chairman may at his own discretion limit the number of persons permitted to speak in favour of or against any motion
- 13.3. Resolution shall be decided by simple voting by a show of hands. In case of equality of votes, the Chairman shall have a second or casting vote.

14. TRUSTEES

- 14.1. All land buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the name of the Association.

The Chairman, Secretary and treasurer will act as the Trustees of the Association while they are still office bearers of the Association. Upon resignation, removal or suspension from membership, or from the Executive Committee, the above persons will cease to be Trustees of the Association and will not be eligible for re-appointment as Trustees of the Association.

- 14.2. All income received from property rested in the Trustees will be paid to the Association's account. 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 Executive Committee which shall authorise expenditure of such moneys as it thinks fit.

15. AUDITOR

- 15.1. 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 inspection of the auditors at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to date which shall not be less than 60 days and more than 90 days before the date of the Annual General Meeting. The Auditors 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.
- 15.2. A copy of the Auditor's report on the accounts and statements together with such accounts and statements shall be forwarded to all members of the Association at the same time as the notice convening the AGM is sent out. An Auditor may be resolved by the Annual General Meeting appointing him.
- 15.3. No Auditors shall be office bearers or members of the Executive Committee of the Association.

16. FUNDS

- 16.1. The funds of the Association may be used for the following purposes:
1. Running the Association's office including purchase of stationery and office furniture and equipment, payment of wages to secretariat and support staff.
 2. Running the Association's scientific meetings and sponsorship of members to scientific meetings.
 3. To subscribe to relevant scientific journals for the Association.

4. To sponsor research activities, scholarships, grants, award of prizes, medals or certificates of merit for outstanding work in the field of Pathology.
 5. To fund publications of the Association.
 6. To pay affiliation fees.
 7. To make payment to any other deserving causes that are in accordance with the aims and objectives of the Association.
- 16.2. All moneys and funds shall be received by and paid to the Treasurer or in his absence, the Secretary and shall be deposited by him in the name of the Association in any bank or banks or any other financial institution approved by the Executive Committee
- 16.3. No payment shall be made out of the bank account without a resolution of the Executive Committee authorising such payment and all cheques on such account shall be signed by the Treasurer, the Chairman and one other office bearer of the Association who shall be appointed by the Executive Committee.
- 16.4. A sum not exceeding KShs. 2, 000/- (Two Thousand) may be kept by the Treasurer for petty disbursements of which proper account shall be kept. The figure is subject to change as the need arises by the approval of the Executive Committee.
- 16.5. 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 Association and shall have the power to appoint another person in his place. Such suspension shall be reported to the General Meeting to be convened on a date not later than 90 working days from the date of such suspension and the general meeting shall have full power to decide what further action should be taken on the matter.
- 16.6. The financial year of the Association shall be from 1st January to 30th December.

17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

- 17.1. The books of accounts and all documents relating thereto and a list of members of the Association shall be available for inspection at the Registered Office of the Association on giving not less than seven (7) days' notice of writing to the Treasurer and Secretary of the Association by any officer or member of the Association.

18. PUBLICATIONS

- 18.1. The Association shall own and copyright in whole or part all of its publications.

19. AMENDMENTS TO THE CONSTITUTION

- 19.1. Amendments to the Constitution of the Association must be approved by at least two thirds majority of members at a general meeting of the Association. Implementation cannot however be effected without the prior consent in writing of the Registrar of Societies obtained upon application to him made in writing and signed by three of the office bearers.
- 19.2. The provisions of this Constitution shall only remain valid if they are not in conflict or contrary to the Medical Practitioners and Dentists Board Act pertaining to the organisation and management of medical profession bodies.

20. DISSOLUTION

- 20.1. The Association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two thirds of the members present. The quorum in the meeting shall be as shown in rule 12.7.
If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further general meeting which shall be held 30 working days later. Notice of this meeting shall be given to all members of the Association at least 14 working days before the date of that meeting. The quorum of this meeting shall be the number of members present.
- 20.2. Provided however that no dissolution shall be effected without prior permission of the Registrar obtained upon application to him made in writing and signed by three of the office bearers.
- 20.3. When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the Executive Committee or any office bearer of the Association other than to get in and liquidate for cash all the assets of the Association. Subject to the payments of all debts of the Association, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

Dated 12th October 1989