

CONSTITUTION AND RULES

1. NAME

The society shall be known as the Bioethics Society of Kenya (In this Constitution referred to as “BSK”)

2. OBJECTIVES

The BSK is a not-for-profit, non-political, non-discriminatory, multidisciplinary organization and the objective of the society is to foster the development of bioethics in Kenya in particular to:

- a) Focus on promoting ethics in biomedical research, environmental ethics and ethics of the life sciences. The BSK shall collaborate with similar organizations around the continent with the spirit of promoting bioethics in the whole of Africa.
- b) Provide a forum for regular meeting and discussions on bioethics in Kenya.
- c) Develop and promote Kenyan traditions in bioethics within the framework of contemporary global discussions on issues in bioethics;
- d) Improve communication among ethics committees that review biomedical research in Kenya.
- e) Foster general awareness in bioethics and the training of members of Institutional Ethics Review Committees (IERCs);
- f) Promote and assist the formation and capacity building of national and regional ethical committees;
- g) Act as a Kenyan collaborating center for fostering ethical review;
- h) Organize national meetings and symposia on bioethics;
- i) Assist with the implementation of standard operating procedures for ethical review in the country, taking into consideration the “operational Guidelines for Ethics Committees that review Biomedical Research” and the complimentary guidelines “Surveying and Evaluating Ethical Review Practices’.
- j) Facilitate the development of national forums for members of IERCs in Kenya.
- k) Co-ordinate information flow and access to up-to-date resource materials on the subject of bioethics.
- l) Try to facilitate the development of bioethics and ethical review in other languages in use in Kenya other than Kiswahili/English the official languages

3. MEMBERSHIP

- a) The BSK is composed of Ordinary members and Honorary Members. This constitution applies to both Ordinary Members and Honorary Members, except where otherwise specified.
- b) Ordinary Members are members admitted under the terms of Rule
- c) Honorary Members are members admitted because of their outstanding service to the BSK or because of their activities in relation to the goals of the BSK Honorary members are nominated by Ordinary Members.
- d) Membership in the BSK is open to all Kenyans or persons residing in Kenya who share the objectives of the BSK.
- e) Members are required to pay a one-time membership and regular annual fee, the amount of which is to be fixed by the General Assembly Committee.
- f) Membership must be renewed biennially.
- g) Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time.
- h) Nominations of Honorary Members are reviewed by the Executive Committee and decided. Honorary Members are appointed for life. There is no membership fee for honorary members.

4. TERMINATION OF MEMBERSHIP

Membership terminates by either one of the following.

- a) Death of a member
- b) A member may resign from the Society by submitting his resignation letter to the Secretary, which shall take effect from the date of receipt by the Secretary of such notice.
- c) A member may be expelled from membership if the Committee so recommends and if a general meeting of the Society shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Society, or that he /she had contravened any of the provisions of the constitution of the Society. The Committee shall have power to suspend a member from his membership until the next general meeting of the Society following such suspension but notwithstanding such suspension member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered.
- d) Any person who resigns or is removed from membership shall not be entitled to a refund of his/ her registration fee but is entitled to a refund of his subscription or any moneys contributed by him/her at any time.

- e) Any member who falls into arrears with his/her annual subscription for more than 12 months shall automatically cease to be a member of the Society and his/her name shall be struck off the register of members. The Committee may, however, at its discretion reinstate such a member on payment of the total amount of subscription outstanding.

5. OFFICE BEARERS

- a) The office bearers of the Society shall be:-
 - i. Chairman
 - ii. The vice - Chairman
 - iii. The Secretary
 - iv. The Treasurer
 - v. Education Officer
 - vi. Communications Officer

The office bearers shall be fully paid up members of the Society and shall be elected at the annual general meeting to be held each year. (See also rule 7(b) below).

- b) The officers are elected from among the Ordinary members participating in the General Assembly. The officers are elected for a period of four years. The election is organized by the Secretary and may take place by acclamation, a show of hands, or a secret ballot. For the election of the first Executive Committee, the Chairman, Secretary, Communications Officer, and five members are elected for a period of two years. In all future elections these officers are elected for a period of four years - allowing that every two years approximately half of the Executive Committee resigns following elections at the General Assembly.
- c) During the General Assembly, held every two years, the positions of Executive Committee members that have served for a period of four years are opened for election. Ordinary members may nominate persons for the positions opening on the Executive Committee. All Ordinary Members may vote in the election of the members of the Executive Committee. Officers whose terms are up may be elected to the same or a different office. A member may not hold the same office for more than two consecutive terms
- d) Any office bearer who ceases to be a member of the Society shall automatically cease to be an office bearer thereof.
- e) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rules 4 (c) and vacancies thus created shall be filled by persons elected at the general meeting resolving expulsion.

6. DUTIES OF OFFICE BEARERS

- a) **The Chairperson** is responsible for chairing the General Assembly, for signing all official or legal documents that bind the BSK.
- b) **The Vice-Chairperson** assists the Chairperson in the latter's responsibilities and acts in the absence of the Chairperson where the absence is due to illness or unforeseen circumstances.
- c) **The Secretary** is responsible for membership, for facilitating communication between the Executive Committee and the members, and among members, producing an annual report for the General Assembly, for the practical organization of the General Assembly and other functions the Chairperson may delegate any of these responsibilities to another member of the Executive Committee or to another member of the BSK.
- d) **The Treasurer** is responsible for the accounts of the BSK. The Treasurer manages BSK funds under the direction of the Chairperson, maintains a full and accurate account of all incomes and expenses, receipts and disbursements. The Treasurer will deposit all monies and valuable effects in the name of the BSK in such banks and/or depositories as designated by the Executive Committee. The Treasurer will be a joint signatory to the accounts of the BSK together with the Chairperson or other Ordinary Member of the BSK designated by the Chairperson. The treasurer may request the Chairperson to delegate any of these responsibilities to another member of the Executive Committee or to another member of the BSK.
- e) **The Education Officer** is responsible for promoting education and training among members of the BSK and implementing the work plan of the BSK. The Education Officer may request the Chairperson to delegate any of these responsibilities to another member of the Executive Committee or to another member of the BSK.
- f) **The Communications Officer** is responsible for the production and dissemination of the BSK newsletter and any document deemed important for members, in consultation with the Education Officer, Secretary, and Chairperson. The Communications Officer may request the Chairperson to delegate any of these responsibilities to another member of the Executive Committee or to another member of the BSK.

7. THE COMMITTEE

- a. In addition to the above officers, there shall be three (3) members in the Executive Committee to be elected by the General Assembly. The Executive Committee shall have gender balance in line with the national practice in the Republic of Kenya.

- b. In addition to their designated duties, Officers may officially represent the BSK when designated to do so by the Chairperson.
- c. Any casual vacancies for members of the Committee caused by death or resignation caused by death shall be filled by the Committee until the next general meeting of the Society. Vacancies caused by the Committee members removed from office be dealt with as shown in rule (4) (d).

8. DUTIES OF THE COMMITTEE

- a) The Executive Committee of BSK shall be charged with organizing the activities of the BSK, raising funds and conducting the day-to-day business of the BSK. It shall render an account of its work in report to the members at each Biennial General Assembly of the BSK.
- b) All moneys disbursed on behalf of the Society shall be authorized by the Committee except as specified in rule 9 (e).
- c) The Committee shall be responsible for the management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The Committee shall have power to appoint such sub-Committees as it may deem desirable to make reports to the Committee upon which such action shall be taken as seems to the Committee desirable.
- d) The BSK may be represented in meetings locally or in foreign countries by this Chairperson or his/her designate from among the Executive Committee members and by one additional representative.
- e) The quorum for meetings of shall be not less than **five (5)** members.

9. FUNDS

- a) The financial means of the BSK consist of membership fees, contributions, gifts, grants, research funding, or other sources of funding, all fund-raising activities are taken under the authority of the Executive Committee.
- b) Membership fees are based upon a proposal from the Executive Committee and ratified by members at a General Assembly.
- c) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited with him in the name of the Society in any bank or banks approved by the Committee.
- d) No payments shall be made out of the bank account without a resolution of the Committee authorizing such payments and all cheques on such bank accounts shall be signed by the Treasurer and two other office bearers of the Society who shall be appointed by the Committee.
- e) A sum not exceeding Kshs Twenty Thousand (KES 20,000/=) may be kept by the treasurer for petty disbursement of which proper account shall be kept.

f) The Committee shall have power to suspend any office bearer when it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and shall have power to appoint another person in his place such suspension shall be reported to a general meeting to be convened on a date not later than two month from the date of such suspension and the general meeting shall have full power to decide what further action be taken in the matter.

g) The financial year of the Society shall be from January to December every year.

10. GENERAL ASSEMBLY (ANNUAL MEETINGS)

a) There shall be two classes of general meetings-annual general meetings and special general meetings.

(a) A General Assembly (Annual Meeting) will be held every year not later than November. Notice in writing of such annual general meeting, accompanied by the annual statement of account (see rule 13 (b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and where practicable, by Press advertisement not less than 14 days before the date of the meeting.

b) The Executive Committee determines the agenda for the General Assembly. The agenda for any annual general meeting shall consist of the following:

- i. Confirmation of the minutes of the previous annual general meeting.
- ii. Consideration of the accounts.
- iii. Election of office bears and the committee members (and trustees where necessary in accordance with rule 12.
- iv. Appointment of auditors .
- v. Appointment of auditor in accordance with rule 13 (a) .
- vi. Such other matters as the Committee may decide or as to which notice shall have given in writing by a member or members to the Secretary at least four weeks before the date of the meeting.
- vii. Any other business with the approval of the Chairman

c) The General Assembly is open to all members of the BSK and to invitees of the Executive Committee.

d) The Executive Committee may charge a registration fee for the General Assembly. The dates and location are to be communicated to the members at least 30 days in advance of the General Assembly.

- e) The Executive Committee may waive registration fees partly or wholly for individuals attending.
- f) The Executive Committee may decide to call a Special General Assembly at any time to consult the Ordinary Members on specific issues and/or to request one or more amendments to the constitution. A Special General Assembly must be announced 30 days in advance.
- g) Quorum of general meetings shall be not less than **two thirds (2/3)** of the registered members of the society.

11. PROCEDURE AT THE MEETINGS

- a) At the all meetings of the Society the Chairman or in his absence the Chairman, or in the absence of both, a member selected by the meeting shall take the chair.
- b) The Chairman may at his discretion limit the number of persons permitted to speak in favour or against any motion.
- c) Resolutions shall be decided by simple voting by a show of hands in the case of equity of votes the Chairman shall be decided by simple voting by a show of hands in the case of equality of votes, the Chairman shall have a second or casting vote.
- d) Only Ordinary Members may vote in the General Assembly on matters concerning the BSK. Voting may occur through acclamation, through a show of hands, or through secret ballot. When voting by secret ballot and show of hands, a simple majority decides.

12. TRUSTEES

- a) All, land, buildings and other immovable property and all investment and securities which shall be acquired by the Society shall be vested in the names of not less than 3 trustee who shall be members of the Society and shall be appointed at an annual general meeting for a period of three 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.
- b) The trustees shall pay all income received from property vested in the trustee to the treasurer. Any expenditure in respect of such property which in the opinion of the trustee is necessary or desirable shall be reported by the trustees to the Committee which shall authorize expenditure of such money as it think fit.

13. AUDITOR

- a) An auditor shall be appointed for the following year by annual general meeting. All the Societies accounts records and documents shall be opened to the inspection of the Auditor at any time. The treasurer shall produce an account of his receipts and payments and a statement of assets and liability made up to date which shall not be less than six weeks and not more than three months before the date of Annual General meeting. The Auditor shall examine such annual account and statements and either clarify that they are correct, duly vouched and in accordance with the Law or report to the Society in what respect they are found to be incorrect, untouched or not in accordance with the law.
- b) A copy of the Auditors report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is set out. An Auditor may be paid such honorarium for his duties as may be resolved by the Annual General Meeting appointing him.
- c) No Auditor shall be an office bearer or a member of the Committee of the Society.

14. DISSOLUTION OF BSK

- a) The BSK shall not be dissolved except by a resolution passed at a General Assembly in which two-thirds of members present vote for its dissolution.
- b) The BSK is officially dissolved if for two consecutive General Assemblies less than 10 members are present.
- c) In the event of dissolution of the Association, its net credit and assets shall be distributed exclusively to not-for-profit research, educational or charitable organizations in Kenya.
- d) 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 office bearers.

15. AMENDMENTS TO THE CONSTITUTION

- a) The Constitution of the BSK may be amended only in a General Assembly where a quorum of 50% + 1 or more of the Ordinary Members is present. A two-thirds majority of those voting is required to amend the constitution.
- b) Amendments, however, cannot be implemented without prior consent in writing of the registrar of societies, obtained upon application to him made in writing and signed by three of office bearers.

16. FINAL DETERMINATIONS

- a) This Constitution is binding for all future activities of the BSK.

- b) This Constitution will be binding effective from the date of adoption by the General Assembly.

17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of accounts and all documents relating thereto and a list of members of the Society shall be available for inspection at the registered office of the Society and by any other officer or member of the Society on giving not less than the seven days notice in writing to the Society.
