



GEOLOGICAL SOCIETY OF KENYA

CONSTITUTION

2021

1.0 NAME

The name of this organization shall be **Geological Society of Kenya** hereafter abbreviated to **GSK** and in this constitution referred to as **“the Society”**.

2.0 OBJECTS

The Society shall:

- a) Endeavor to promote the welfare of its members
- b) Endeavor to uphold professional standards and ethics as contained in the code of professional conduct of the Society
- c) Remain non-political, notwithstanding this provision, by a resolution of the members, the Society in a non-partisan manner, reserves the right to comment on issues of public interest.
- d) Cooperate with other organizations and groups having complementary objectives, particularly in the fields of conservation, research, infrastructure, mining and geological innovations.
- e) Create revenue generating activities for the Society
- f) Encourage research into any area of geological practice and administration and the care and use of geological tools and equipment
- g) Establish and maintain communication and cooperation amongst geologists, the institutions in which they work and the users of geological products and findings;
- h) Establish and maintain standards of geological practice and administration and of professional conduct amongst geologists
- i) Establish standards of geological qualifications and professional training;
- j) Promote a professional identity amongst geologists and to advance their professional standing and welfare;
- k) Promote amongst the general public and special groups an understanding of the nature of geological activities and their values and risks;
- l) Promote by all available means the geological advancement in Kenya through education, research and innovation
- m) Provide a means of collecting, coordinating and disseminating information relevant to the practice, status, and problems of the Geological profession;
- n) Provide an authoritative voice on matters of Geological concern to the general public.
- o) Publish a journal and other material relating to the objects of the Society bi-annually;

3.0 MEMBERSHIP

The Membership of the Society shall have ten categories as follows:

i. Professional Members

Professional Members shall be those persons who were declared to be Professional Members at the inaugural meeting of the Professional Committee. and thereafter shall be restricted to those members who will have a BSc in geosciences, such as geology, engineering geology, petroleum geology, hydrogeology, geochemistry, geophysics, mining geology, marine geology and environmental geology from a recognized university. Such member shall be recommended by at

least three active professional members of the Society. The applicant shall be a private practitioner or an employee of a professional firm; or of a public service sector or educational body or be otherwise engaged in the work of any geoscience discipline recognized by this constitution. The applicant shall have a minimum of three years of proven experience supported by documentary evidence: technical reports, publications, among others and any other criteria that shall be set forth by the Governing Council.

ii. Graduate Members

Graduate Members shall be those persons who were declared to be Graduate Members at the inaugural meeting with a minimum of BSc. degree in geosciences and related fields who will not have fulfilled conditions for admission to Professional Membership. The applicant must be recommended by at least three active graduate or professional members, of which one must be a professional member of the Society. Graduate Members may remain as Graduate Members for a period of up to five (5) years from the date of admission into this category, after which they will be required to apply for Professional Member status or relinquish GSK membership.

iii. Technicians Members

Technician Members shall be those persons who apply to become technician members by virtue of being geoscience technicians, who have a Diploma or Certificate in relevant technical courses and working in a geo-professional firm; or of a public service sector or educational body or be otherwise engaged in the work of any geological sub-disciplined recognized by this constitution. Any such member shall not be accorded any voting rights and shall not hold any office.

iv. Student Members

Shall be extended to undergraduate students of geoscience subjects. Student membership shall be limited to a period of six years, and at the end of such period a student member is required to upgrade to graduate membership within a period of two years following their graduation with a university degree. Any such member shall not be accorded any voting rights and shall not hold any office.

v. Associate Members

Shall be extended to applicants with a basic degree in non-geology (or equivalent degree) qualifications, but are practicing sciences relevant to geology (or specialties of geology). Any such person shall normally be proposed by the Governing Council and approved by a General meeting. Any such member shall not be accorded any voting rights and shall not hold any office.

vi. Visiting Members

Shall be extended to members registered, or recognized as registrable, as professional geologists in their country of domicile on approval by the Governing Council. Any such member shall not be accorded any voting rights and shall not hold any office.

vii. Firm Members

Shall be extended to professional firms, engaged in any of the Geoscience professions, and in which at least one of the partners of an unlimited company; or at least one of the directors and or

shareholders of a limited company; are the Fellow, Corporate or Professional members of the Society on approval by the Governing Council. Any such member shall not be accorded any voting rights and shall not hold any office.

viii. Institutional Members

Institutional Membership shall be extended to professional institutes or societies in Kenya and outside in geosciences and related fields and which subscribes to the principles and objectives of the Society and maintain the same professional standards of the Society. Any such application shall be proposed by the Governing Council and approved at Annual General Meeting. Any such member shall not be accorded any voting rights and shall not hold any office.

ix. Honorary Members

Shall be given to distinguished persons or those who have rendered valuable service to the Society. Any such person shall normally be proposed by the Governing Council and be approved by an Annual General Meeting. Such members shall not be accorded any voting rights and shall not hold any office.

x. Corporate Members

Shall be extended to companies or organizations that share the common aims of the Society in the promotion of geoscientific work and research in the development of minerals, energy, water, and other earth resources. Any such members shall be proposed by the Governing Council and be approved at an Annual General Meeting. Such members shall be accorded one voting right but shall not hold any office.

All members shall sign a membership declaration form to abide by this Constitution and By-Laws, and to be bound by the Principles of Professional Code of Conduct (by-law 8) promulgated by the Society.

3.1 MEMBERSHIP AND SUBSCRIPTION FEES

- a. Membership and annual subscriptions fees shall be paid to the Society in accordance with the amounts as prescribed in by-law 4.
- b. Membership and annual subscriptions may be reviewed by the Governing Council and approved by an Annual General Meeting.

3.2 TERMINATION OF MEMBERSHIP

- a. Any member desiring to resign from the Society shall submit a letter of resignation to the Secretary, and resignation shall become effective from the date of receipt by the Secretary of the letter.
- b. Any member may be expelled, if such expulsion is approved by a two-thirds (2/3) majority of the members present at an AGM. Expulsion should be warranted on grounds of contravening the constitution of the Society or adversely affecting the dignity of the Society. The Governing Council shall have the power to suspend a member from his membership until the next AGM but notwithstanding such suspension, a member whose

expulsion is proposed shall have the right to address the AGM at which his expulsion is to be considered.

- c. Any Person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any monies contributed by him at any time.
- d. Any member who falls in arrears with his annual subscription for more than six months shall automatically lose his membership of the Society. Any such member shall regain membership on payment of the arrears and the current annual subscription.
- e. A person who has been expelled from membership of the Society shall not be re-admitted as a member of the Society without the authority of a special resolution. A member who is suspended or expelled from the Society shall, from the date of suspension or expulsion, cease to be valid member of the Society and if such member holds a membership certificate, the certificate shall where the member is (a) suspended, be suspended for the duration for which that person is suspended; or (b) expelled, cease to be valid.
- f. The reinstatement of a suspended or expelled member shall be as prescribed in by-law 3.
- g. Upon being notified of the death of a member, or on the termination of membership the name of the member shall be removed from the register of the Society.
- h. On termination of membership, the name of the member shall be removed from the register of the Society
- i. In the case of visiting Members, on leaving Kenya their membership shall cease to be valid. After being a Visiting Member for five years, the member shall upgrade to be a professional member.

3.3 VOTING RIGHTS MEMBERS

- a) All Professional Members, Graduate Members and Corporate Members of the Society shall be voting members.
- b) Non-voting members of the Society shall be Honorary Members, Student Members, Technician Members, Associate Members, Visiting Members and Institutional Members. They shall not vote at the Annual General Meetings, other Ordinary Meetings or Meetings of the Council or Chapters.

3.4 FELLOWSHIP

The Society shall honor its Professional Members by awarding such persons “Fellow of the Geological Society of Kenya” and be abbreviated as “FGSK” in recognition of outstanding work in the approved field of geosciences. Eligible persons for the honor shall be those who have published a series of papers or produced significant results in approved fields of geosciences. The award of the Fellowship shall be proposed to the Council by Society members and approved by a General Meeting.

3.5 PRIVILEGES OF MEMBERS

Members shall have privileges to participate in Society’s activities as prescribed in the by-law 6.

3.6 PROFESSIONAL AFFIXES

All Members shall be entitled to use the following affixes respectively:

<i>Professional Members</i>	<i>PGSK</i>
<i>Graduate Members</i>	<i>GGSK</i>
<i>Student Members</i>	<i>SGSK</i>
<i>Technician Members</i>	<i>TGSK</i>
<i>Fellow Members</i>	<i>FGSK</i>
<i>Honorary Members</i>	<i>HGSK</i>
<i>Associate Members</i>	<i>AGSK</i>

All Institutional and Firm Members shall be entitled to cite their affiliation with the Society on their Official Stationary as: *Affiliated Member of the Geological Society of Kenya*. No other affixes shall be used by any member in relation to membership of the Society.

3.7 PROFESSIONAL CONDUCT

Every Member, Firm and Chapter shall be bound by the Principles of Professional Conduct and to the Code of Conduct as prescribed in By-Laws 8 and 9.

4.0 STRUCTURE OF THE SOCIETY

The Society shall be constituted of the Annual General Meeting, the Governing Council, Committees and Chapters.

4.1 ANNUAL GENERAL MEETING

- a. The Annual General Meeting shall be the supreme authority of the Society which shall approve all resolutions and important decisions for the Society.
- b. The Annual General Meeting shall consist of all members of the Society
- c. The Governing Council secretary shall be the secretary of the Annual General Meeting and shall take the minutes during such meetings.
- d. The expenses of the Annual General Meeting shall be defrayed from the general funds of the Society.
- e. The quorum of the Annual General Meeting shall be two thirds (2/3) of all fully paid up members of the Society.

4.2 THE GOVERNING COUNCIL (THE COUNCIL)

- a. The Governing Council shall be the Executive Body of the Society.
- b. The Governing Council shall be composed of elected the office bearers
- c. The term of Office of the Governing Council shall be two years. Re-elected Office Bearers shall be eligible to hold the same office for one subsequent term.
- d. The Governing Council may co-opt other persons temporarily for a specific task.
- e. The President of the Governing Council shall be elected biennially by the members of the Society by means of a popular ballot conducted in accordance with this constitution.

- f. The council 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.
- g. The council shall have power to appoint such sub-committees as it may deem desirable to make reports to the council upon which such action shall be taken as seems to the council desirable.
- h. The Governing Council shall recommend to the AGM applications for the establishment of Chapters for approval.
- i. Any casual vacancies for members of the council caused by death or resignation shall be filled by the council until the next annual general meeting of the society. Vacancies caused by members of the council removed from office will be dealt with as shown in rule 4.3(d).
- j. All moneys disbursed on behalf of the society shall be authorized by the council except as specified in rule 12.0(d).
- k. The quorum for meetings of the council shall be not less than two thirds (2/3) of the office bearers

4.3 OFFICE BEARERS

- a) The office bearers of the society shall be
 - i. The President
 - ii. The Vice-President
 - iii. The Secretary
 - iv. The Vice Secretary
 - v. The Treasurer
 - vi. The Vice Treasurer
 - vii. Two Council Members

All of whom shall be fully paid-up members of the society and shall be elected at the annual general meeting to be held every two years. (See also rule 6.0(b) below).

- b) All office bearers shall hold office from the date of election until the succeeding annual general meeting subject to the conditions contained in sub-paragraphs(c) and (d) of this rule but shall be eligible for re-election.
- c) Any office bearer who ceases to be a member of the society shall automatically cease to be an office bearer thereof.
- d) Office bearers may be removed from office in the same way as it is laid down for the expulsion of members in rule 3.2 and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

4.4 ELECTIONS

- a. Election of office bearers of the Governing Council shall be done by secret ballot.
- b. Election shall be conducted in a transparent and fair manner every second year at an AGM.
- c. Election of office bearers shall be conducted the same day by fully paid up members who are physically or virtually present.
- d. Office bearers will serve only for a maximum of two terms in the same position after which he/she will not seek re-election unless approved by two-thirds (2/3) of the members present that the service of the office bearer(s) or committee member(s) may still be required.
- e. The election shall be conducted for each post from amongst those members nominated by bona-fide Professional and Graduate Members.
- f. Nominations together with signed declarations by the nominees shall be submitted to the Secretary at least two weeks before the meeting at which the elections are to be held.
- g. Subject to sub-section (b) above, any of the outgoing office bearers of Governing Council who have been out of election for at least two years may stand for re-election.
- h. A member seeking an elective position shall be required to meet the provisions of Chapter 6 of the Kenya Constitution.
- i. Any vacant position of the Governing Council caused by death, expulsion or resignation shall be filled by an ordinary meeting or special meeting of the Society.
- j. A governing council member candidate shall be a fully paid up member of the Society who has been professional Geologist for at least three years from the date of admission to GSK. This candidate must have not been found liable of professional misconduct in the three years preceding the election and meets the requirements of chapter six of the Kenyan Constitution.
- k. To qualify for election as President of the governing council a candidate shall be a professional member of the Society with at least seven years post admission to GSK and is a registered professional geologist.
- l. An auditor shall be elected along with the office bearers following the election procedure outlined in section (a), (c) and (d) or may be externally sourced and appointed by the Governing Council as directed by the Society members during an AGM.
- m. An elections' returning officer shall be nominated by the members at the AGM to conduct the elections. In cases where a position is still vacant after 14(f) above, the returning officer shall allow nominations on the floor for the vacant position only.

4.5 HANDING-OVER TO NEW OFFICE BEARERS

- a. The old office bearers shall hand over the office through an official meeting of the old and new office bearers within 14 days from the election date.
- b. The old office bearers shall write a letter to the Attorney General's office informing it on the change of office bearers within 14 days from the election together with the minutes of the AGM.
- c. The old officials shall ensure expeditious change of bank signatories as soon as possible and not more than 14 days after receiving the letter from the Attorney General on the change of office bearers.

- d. The out-going secretary will prepare handing over notes and the President will present the instruments of governance of the Governing council office to the new office bearers

4.6 DUTIES OF OFFICE BEARERS

- a. **President**-the President shall, unless prevented by illness or other sufficient cause, be the spokesperson for the Society and shall preside over all meetings of the Society and control the conducts of such meetings. The President shall also be a member of the professional committee and shall perform any other duties as may be assigned by the Society. In the absence of the President, the Vice President shall act. If both the President and Vice-President of the Council shall nominate one among its members to preside over the meetings.
- b. **Vice-President**-the Vice-President shall perform any duties of the President in his absence and any other duties delegated by the President, the Council and by the Society. The Vice President shall be the chair of the programmes committee.
- c. **Secretary**- the Secretary shall deal with all the correspondence of the society under the general supervision of the council. In cases of urgent matters where the council cannot be consulted, he shall consult the President or if he is not available, the Vice – President. The decisions reached shall be subject to ratification or otherwise at the next council meeting. He shall issue notices convening all meetings of the council and all general meetings of the society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and council. The secretary shall perform any other duties as may be assigned by the Society.
- d. **Vice Secretary**- in the absence of the Secretary, the Vice Secretary shall perform all the duties of the Secretary and such other duties as shall be assigned to him by the Secretary or council whether the Secretary is present or not. The Vice Secretary shall be the secretary of the programmes committee.
- e. **Treasurer**-The Treasurer shall receive and shall also disburse, under the directions of the council, all moneys belonging to the society and shall issue receipts for all moneys received and preserve vouchers for all moneys paid. The treasurer is responsible to the council and to the members that proper books of account of all moneys received and paid by the society are written up, preserved and available for inspection. The treasurer shall be a member of the programs committee and shall perform any other duties as may be assigned by the Society.
- f. **Vice Treasurer**- the Vice Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the council and in the absence of the Treasurer shall perform the duties of the treasurer.

5.0 THE COMMITTEES

The Council shall establish committees comprising of council and Society members for the purpose of assisting the Society perform, or to advise the Society on any matter relating to the performance of its functions without prejudice to the generality of the above, there shall be the following standing committees of the Society:

5.1 THE GOVERNING COUNCIL COMMITTEE

The Governing Council Committee shall consist of the President, Vice-President, Secretary, Vice Secretary, Treasurer, Vice Treasurer, two representatives from the general membership of the Society, one of whom shall have at least twenty years' experience standing and four regional representatives from the chapters who shall be elected biennially from amongst the professional members and shall be responsible for the management of the society.

5.2 THE PROFESSIONAL COMMITTEE

- a. The Professional Committee shall consist of the President and the Secretary of the Society, a member teaching geology in a Department of a recognized University, a member practicing geology in the private sector and a member from each relevant government Ministry appointed by the Governing Council for a term of two years.
- b. The duties of the Professional Committee shall be to approve new disciplines to be recognized by the Society, to set guidelines and Professional Examination for admission to Professional Membership, to admit applicants for membership as per the requirements of section 3 of this constitution, and to handle the nomination and selection of Fellows of the Geological Society of Kenya.

5.3 THE PROGRAMMES COMMITTEE

The programmes committee shall be constituted by the Governing Council and shall be responsible for drawing and executing activities of the Society. The Committee shall also be responsible for the publication of the Society's Quarterly Newsletter.

5.4 THE ADVISORY COMMITTEE

- a. The Advisory Committee of the Governing Council shall comprise of senior members of the Society of different Specialties and from different sectors of the economy.
- b. The Advisory Committee shall consist of five members two of which shall be the immediate former President of the Governing Council and the incumbent Chairperson of the Geologists Board of Kenya.
- c. The role of the Advisory Committee shall be limited to advisory whenever the Council or any of its Committee is faced with a challenge in interpretation of this constitution, By-laws or other Rules and Regulations that in their view requires the input of the Advisory Committee.

- d. Further the committee has no power to make decisions and its advisory role will extend to identifying certain issues, investigating and discussing them, and proposing solutions and recommendations safeguarding against conscious and unconscious biases of the Council and Society.

6.0 GENERAL MEETINGS

- a. There shall be four classes of general meetings-annual general meetings, ordinary meetings and seminars, special general meetings and extraordinary meetings.
- b. (i) The annual general meeting shall be held each year any time after the first week of February but before the 31st March each year. Notice in writing of such annual general meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.
(ii) The agenda for any annual general meeting shall consist of the following:
 - a) Confirmation of the minutes of the previous annual general meeting.
 - b) Matters arising thereof.
 - c) President's report.
 - d) Auditor's report.
 - e) Election of office bearers
 - f) Appointment of Auditors in accordance with rule 9.0(a).
 - g) Such other matters as the council may decide or as to which notice shall have been given in writing by a member to the secretary at least four weeks before the date of the meeting.
 - h) Any other business with the approval of the President
(iii) There will also be a General Meeting annually as above except that there will be no election of the office bearers and appointment of the auditor.
(iv) The quorum of Annual General meetings of the Society shall be two thirds (2/3) of all paid up members of the Society.
(v) Any resolution of the Governing Council which principally affects the interests of members shall be ratified during the AGM. The meeting may be adjourned where there is no quorum.
- c. Ordinary Meetings and Seminars. The frequency of Ordinary Meetings and Seminars shall be determined by the Governing Council. The notice for such meetings shall not be less than two weeks.
- d. A special general meeting
 - (i) May be called for any specific purpose by the council.
 - (ii) A Notice in writing of such meeting shall be sent to all members not less than 14 days in writing.
 - (iii) If the council fails within 14 days after the requisition and specifying that it shall be held within 30 days, members may themselves convene that the special meeting to be held at any time within two months after such requisitions.

- (iv) If no quorum is obtained as required by this constitution another meeting shall be held one month thereafter and the quorum for the rescheduled meeting shall be the number of bona fide members present.
 - (v) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than a third (1/3) of the bona fide Professional and Graduate members and such meetings shall be held with 21 days of the date of the requisition.
 - (vi) Such a meeting shall be held within 21 days of the receipt by the Secretary of the order.
 - (vii) Notice of such a meeting shall be sent to all members not less than 7 days in advance of the meeting.
 - (viii) If no quorum is obtained as required section 8(j), another meeting shall be held one month thereafter and the quorum for the rescheduled meeting shall be the number of bona fide members present.
- e. (i) An extraordinary meeting shall be convened by order in writing to the Secretary by not less than a third of bona fide Professional and Graduate members.
- (ii) Such a meeting shall be held within 21 days of the receipt by the Secretary of the order.
- (iii) Notice of such a meeting shall be sent to all members not less than 7 days in advance of the meeting.
- (iv) If no quorum is obtained as required by section 8(j), another meeting shall be held one month thereafter and the quorum for the rescheduled meeting shall be the number of bona fide members present.
- j. Quorum for Special General meetings shall be a third (1/3) of the fully paid up members of the society. If no quorum is obtained as required by this constitution another meeting shall be held one month thereafter and the quorum for the rescheduled meeting shall be the number of bona fide members present.

7.0 PROCEDURE AT MEETINGS

- a. At all meetings of the society the President, or in his absence, the Vice-president, or in absence of both these offices, a member selected by the meeting shall take the chair.
- b. The president may at his discretion limit the number of persons permitted to speak in favour of and against any motion.
- c. Resolutions shall be decided by simple majority of eligible voting members by a show of hands. In the case of equality of votes the person who occupies the chair shall have a second or a casting vote.
- d. A meeting may be adjourned by consensus if all business on the agenda is not completed.
- e. A meeting may also be adjourned where there is no quorum.

8.0 TRUSTEES

- a. 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 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 trustees to the Treasurer. Any expenditure in respect of such property which in opinion of trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks is fit.

9.0 AUDITOR

- a. An auditor shall be appointed for the following year by the annual general meeting. All the society's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six 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 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, unvouched or not in accordance with the law.
- b. A copy of the auditor's 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 sent 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 council of the society.

10.0 MANAGEMENT OF THE SOCIETY

10.1 ADMINISTRATIVE MANAGEMENT

- a. The management of the affairs and business of the Society shall be based on the policy guidelines formulated by the Governing Council and implemented by the secretariat through a qualified Administrative Staff appointed by the Governing Council.
- b. The Governing Council shall ensure proper record keeping through the Secretariat headed by the Secretary to the Governing Council.
- c. The day-to-day operations and administration of the Society are undertaken by the Secretariat, which is composed of the Secretary, Vice Secretary, Treasurer and Administrative staff.
- d. The secretariat serves as a meeting and mobilization point for geologists and through it, social welfare activities and objectives are coordinated.
- e. The Secretariat will perform any other duties delegated by the Council

10.2 FINANCIAL MANAGEMENT

- a. The funds of the society may only be used for the following purposes:
 - i. Organising meetings, workshops, seminars and conferences
 - ii. Outreach, branding and extension services to the general public
 - iii. Knowledge and information curation and delivery
 - iv. Advocacy
 - v. Training and development of the membership
 - vi. Providing high quality publications
 - vii. Payment for hiring and catering during events and function
 - viii. Payment of office rent and personnel expenses
 - ix. Financial investments for the society
 - x. Social welfare of the members (hospital expenses and benevolent fund)
 - xi. Grant making activities
 - xii. Volunteer and corporate social responsibilities
- b. All moneys and funds shall be received by and paid to the secretariat and shall be deposited in the name of the society in any bank approved by the council.
- c. No payments shall be made out of the bank account without a resolution of the council authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the society who shall be appointed by the Council.
- d. The Council shall ensure the funds and resources of the Society are used for the furtherance of its objectives.
- e. The Council shall keep accounts in accordance with by-law 7 for the capital, funds, receipts and expenditure of the Society, so that the true financial state and condition of the Society may at all times be exhibited by such accounts and shall be available to members for scrutiny if required.
- f. The Financial year of the Society shall end on the 31st day of December in each year; and the accounts of the Association shall be made up each year to that date and after having been approved by the Governing Council and audited by an elected Auditor, the report shall be presented to the next Annual General Meeting.
- g. The Auditors shall have access at all reasonable times to the accounts and securities, and shall report thereon to the next Annual General Meeting.
- h. 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 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 months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.

11.0 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 the provisions of rule 12.0.
- c) The provisions of rule 13.0 shall apply to branches but, in addition, branches will not be dissolved without consultation with the governing council

12.0 AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended by a resolution of the Annual General Meeting at which the proposed amendment is properly upon the agenda, such resolution having been voted in favor of the motion by two-thirds (2/3) of those present and entitled to vote, subject to the appropriate quorum being observed as required by this constitution. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

13.0 DISSOLUTION

- a) The society shall not be dissolved except by a resolution passed at a general meeting of members by vote of two-thirds (2/3) of the members present. The quorum at the meeting shall be as shown in rule 6.0 (j). If no quorum is obtained, the proposal to dissolve the society 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 society 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 dissolution of the society has been approved by the Registrar no further action should be taken by the council or any office bearer of the society in connection with the aims of the society other than to get in and liquidate for cash all the assets of the society. Subject to payment of all the debts of the society, the balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.
- d) Subject to the payment of all debts of the Society, the balance thereof shall be resolved by the meeting at which the resolution for the dissolution is passed.

14.0 INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account 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 by any officer or member of the society on giving not less than seven days' notice in writing to the society.

15.0 INTERPRETATION

Any dispute arising out of the interpretation of this Constitution or of the By-Laws shall be referred to a panel consisting of three persons, one of whom shall be an advocate appointed by the Governing Council and two of whom shall be professional Members.

16.0 ARBITRATION

In case of a dispute between the Society and any of its members or any other persons or organizations, the dispute shall be referred to an arbitration panel of three persons. The President of the Society shall nominate the members of the arbitration panel in consultation with the Council.

17.0 BY-LAWS

Any member(s) may initiate the amendment, revocation or otherwise of By-Laws to regulate all matters referred thereto by this Constitution and on any other matters on which regulations are required which are consistent with the Constitution and such initiated efforts can only be ratified in an AGM called for that purpose.