

Amended by
Special
Resolution
dated 30th
March 1988

Amended by Special Resolution dated 30th March 1988
THE COMPANIES ACT
(Chapter 486, Laws of Kenya)

COMPANIES LIMITED BY GUARANTEE

AMENDED

Memorandum
And
Articles of Association
Of
THE KENYA MEDICAL ASSOCIATION

Incorporated the fifth day of January 1973

Amended and Presented by:
ORARO & RACHIER
ADVOCATE
P.O. BOX 51236
NAIROBI-Kenya

THE COMPANIES ACT
(Chapter 486, Laws of Kenya)

SPECIAL RESOLUTION
OF THE
KENYA MEDICAL ASSOCIATION
A COMPANY LIMITED BY GUARANTEE
PASSED SPECIAL RESOLUTIONS

AT AN EXTRAORDINARY GENERAL MEETING of the members of the said Company, duly convened and held at the Company's registered office in the Province of Nairobi on the Thirtieth day of March One thousand nine hundred and eighty-eight, the following Special resolutions were duly passed: -

1. THAT the object clauses be and hereby re-arranged as follows: -

3(a) To promote the medical and allied sciences, to maintain the honour and interests of the medical profession, and to support a high standard of medical ethics and conduct;

(h) to act as the representative body of the medical profession in Kenya and to advise generally on health and medical matters, and to safeguard the interest of the members of the Association;

(c) to hold or arrange for the holding of periodical meetings of the members of the Association and of the medical Profession generally for scientific medicopolitical and social purposes;

(d) to circulate such information as may be thought desirable by means of periodical journal(s) to be published at such intervals as the Association may in its sole discretion decide;

(e) to maintain liaison whether by meeting, affiliation, correspondence or otherwise with other medical associations and bodies throughout the world;

(f) to purchase, take on lease, hire, exchange or by any other means acquire any moveable or immovable property in Kenya or elsewhere for any estate or interest whatsoever and any rights or privileges necessary or convenient for the purposes of the Association;

(g) to grant sums of money out of the funds of the Association for the promotion of the medical and allied sciences in such manner as the Association may from time to time determine;

(h) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Association;

(i) to borrow any moneys required for the purpose of the Association upon such terms and upon such securities as may be determined;

(j) to promote, support or oppose any legislation which may affect the medical profession;

(k) to do all such other lawful things as may be incidental or conducive to the promotion or carrying out of the foregoing objects or any of them.

2. THAT paragraph after Clause 10 be and hereby deleted and be substituted with Clause 11 to read –

"The Association shall establish divisions in different parts of Kenya to help promote its aims and Objects. The formation of the divisions and the rules and regulations governing their formation, election of divisional office bearers and other divisional functions will be as per by-laws."

3. THAT the column reading "Number of Shares taken by each Subscribers" in the Column page of the Memorandum of Association be and hereby deleted"

4. THAT Article Number 6 be deleted to read -
"PRIVILEGED MEMBER
Any member who has been an ordinary member of the Association or its predecessors for a minimum of years may, on application, at the discretion of the Council be accepted as a privileged member and shall be exempted from payment of part or the Whole of the Annual Subscription. A privileged Member shall have all the rights and privileges of an ordinary member including the rights to vote."

4. THAT the wording in Article 7 be deleted to read -
"A division may recommend any person, whether or not medically qualified, who has made a major contribution to the practice of some aspect of medicine or to the medical profession, and on such recommendation the said person may at the discretion of the National Council be invited to become an Honorary Member.
All Honorary Members of the Association duly elected by the General body of the Association shall enjoy all the privileges of members except they will be exempted from payment of annual subscription and will have no voting rights on any matters, whatsoever, of the Association."

5. THAT the word APPLICATION between Article 8 and 9 be and hereby deleted.

6. THAT sub-paragraph of Article 10 be deleted and the following wordings be inserted -
"All other members shall be elected by the National Council".

7. THAT Article 35(q) be deleted and the following wordings be inserted -
"Representatives of the Director of Medical Services or his nominee, who shall be a medical practitioner,"

8. THAT sub-clauses Ce) and (f) of Article 35 be deleted. "

Officer:

Signature:

CERTIFICATE UNDER THE COMPANIES REGULATIONS

It is hereby certified that the above Resolutions have been reproduced the process of Xerography,

Erastus Peter Apamo
Sole Proprietor
ESROPA AGENCIES
P.O.BOX 55661
NAIROBI

THE COMPANIES ACT
(CHAPTER 486, LAWS OF KENYA)

COMPANY LIMITED BY GUARANTEE

AMENDED MEMORANDUM OF ASSOCIATION
OF
| KENYA MEDICAL ASSOCIATION

1. The name of the Company (hereinafter called the Association) is
"THE KENYA MEDICAL ASSOCIATION"
2. The Registered Office of the Association will be situated in Kenya,

(a) To promote the Medical and allied sciences, to maintain the

honour and interests of the medical profession, and to support a high standard of medical ethics and conduct;

- (b) To act as the presentative body of the medical profession in Kenya and to advise generally on health and medical matters, and to safeguard the interest of the Members of the Association;
- (c) To hold or arrange for the holding of periodical meetings of the Members of the Association and of the Medical Profession generally for scientific medicopolitical and social Purposes;
- (d) To circulate such information as may be thought desirable by means of periodical Journal(s)-to be published at such intervals as the Association may in its sole discretion decide.
- (e) To maintain liaison whether by meeting, affiliation, correspondence or otherwise with other Medical Associations and bodies throughout the world.
- (f) To Purchase, take on lease, hire, exchange or by any other means acquire any movable or immovable Property in Kenya or elsewhere for any estate or interest whatever and any rights or Privileges necessary or convenient for the purposes of the Association.
- (g) To grant sums of money out of the funds of the Association for the promotion of the medical and allied sciences in such manner as the Association may from time to time determine.
- (h) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Association;
- (i) To borrow any moneys required for the purpose of the Association upon such terms and upon such securities as may be determined;
- (j) To promote support or oppose any legislation which may affect the medical profession;
- (k) To do all such other lawful things as may be incidental or conducive to the promotion or carrying out of the foregoing objects or any of them.

Provided that the Association shall not support with its funds any objects or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which, if any objects of the Association, would make it a Trade Union.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association in return for any service actually rendered to the Association nor prevent payment of interest on money lent or reasonable and proper rent for premises leased by any Member of the Association; but so that no member of the Council of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council except repayment of out-of-pocket expenses and interest at the prevailing market rate on money lent or reasonable and proper rent for premises leased to the Association, provided that the provision last aforesaid shall not apply to any Payment to any company (which word in this Clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Kenya aforesaid or elsewhere) of which a member of the Council of Association may be a member in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition alteration or amendment shall be made to or in the Memorandum of Articles of Association for the time being in force unless the same have been previously submitted to and approved by the Minister.

6. The provision to Clause 3 hereof and Clause 4 and 5 hereof are conditions on which a licence is granted by the Minister to the Association in pursuance of Section 21 (1) of the Companies Act (Chapter 486)

7. The liability of the Members is limited.

8. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for Payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and

for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Shs. 20/-.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and Liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other institution(s) having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association

Under or by virtue of Clause 8 hereof, such institutions to be determined by members of the Association at or before the time of dissolution and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object,

10. True accounts shall be kept of the sum of money received and expended by the Association and the matters in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Association; and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the by-laws of the Association For the time-being in force, shall be open to the inspection of the members and officers of the Association.

11. The Association shall establish divisions in different parts of Kenya to help promote its aims and objects. The formation of the divisions and the rules and regulations governing their Formation, election of divisional office dated bearers and other divisional functions will be as per by-laws

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, POSTAL ADDRESSES AND
SUBSCRIBERS

SIGNATURE OF OCCUPATIONS OF SUBSCRIBERS

Dinker Waghmare,
Medical Practitioner,
P.O. Box 20021, NAIROBI
Andrew Hicks FRCS,
Surgeon,
P.O, Box 20022, NAIROBI

Sgd: D. Waghmare

Sgd: A. Hicks

Didace Binagwaho
Medical Practitioner
P.O. Box 44487, NAIROBI

Sqd: D. Binagwaho

Mohamed Azzam Fazal,
Medical Practitioner,
P.O, Box 277197, NAIROBI

sqd: M. A, Fazal

James Sidney Nesbitt,
Medical Practitioner
P.O, Box 44231, NAIROBI

Sqd: J. S., Nesbitt

Manuel Joseph D'Cruz,
Otorhinolaryngologist,
P.O, Box 10456, NAIROBI :

Ssgd: M. J. D' Cruz

Hashmukh Kamdar,
Surgeon,
P.O, Box 44266, NAIROBI

5gd: Ha Kamdar

Dated this '6th day of December 1972

WITNESS to the above signatures: Sgd: M.Z. Ahmed Malik

Advocate
P.O. Box 40713
NAIROBI

CERTIFICATE UNDER THE COMPANIES REGULATIONS

It is certified that the above Memorandum of Association has been reproduced by the process of Xerography.

P.O. BOX 55661
NAIROBI

THE COMPANIES ACT
(CHAPTER 486, LAWS OF KENYA)

COMPANY LIMITED BY GUARANTEE

AMENDED ARTICLES OF ASSOCIATION
OF
KENYA MEDICAL ASSOCIATION

INTERPRETATION

1. In these Articles of Association (unless the context otherwise requires) the words and expressions following have the meanings hereinafter assigned to them respectively.

"The Association" means the Company registered as "THE KENYA MEDICAL ASSOCIATION".

"The National Council" means Chairman, Vice Chairman, Honorary Secretary General, Honorary Treasurer, Representatives of the Divisions, Chairmen of the Standing Committees of the Association and any other person appointed or co-opted by the National Council.

"The Act" means the Companies Act (Chapter 486) and any additions, alterations and amendments thereto for the time being in force.

"Special Resolution" means a special resolution of the Association passed in accordance with the provisions of the Act.

"In writing" or "written" means written or printed or partly the one and partly the other and includes any made of reproducing words in a visible form.

"The Office" means the Registered Office for the time being of the Association.

"By-laws" means the By-laws and any Rules or Regulations of the Association for the time being in force.

"These Articles" means these Articles of Association with which modifications thereof or additions thereto as may from time to time be in force.

"Words importing the singular number only include the plural number and words importing the plural number only include the singular. Words importing the masculine gender include the feminine gender.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

MEMBERSHIP

2. For the purpose of registration the number of Members of the Association is to be taken to be 50, but the Council may from time to time register an increase of Members, Membership of the Association shall consist of (a) Ordinary (b) Associate (c) Privileged (d) Honorary.

ORDINARY MEMBER

2. Every medical practitioner who is registered or licenced in Kenya under the Medical Practitioners and Dentists Act (Chapter 253) OR who is possessed of any qualification entitling him to be so registered or licenced shall be eligible for election as an Ordinary Member of the Association.

Subject as aforesaid the mode and conditions of election to membership shall be such as are hereinafter prescribed or as shall from time to time be determined in accordance with these Articles and the By-laws.

ASSOCIATE MEMBER

4. Any person who holds a recognised medical or dental qualification or person distinguished in science recommended by the Council to be a member, who does not qualify to be an Ordinary Member shall be eligible for election as an Associate Member of the Association.

PRIVILEGES OF ASSOCIATE MEMBERS

OY All Associate Members of the Association duly elected shall enjoy all the privileges of Ordinary Members (and Associate Members shall pay the same subscription to the Association as Ordinary Members shall be required to pay) save and except that the privilege of voting not extended to Associate Members.

PRIVILEGED MEMBER

6. Any member who has been an Ordinary Member of the Kenya Medical Association or its predecessors for a minimum of 25 years may, on application, at the discretion of the Council be accepted as a privileged Member and shall be exempted from payment of part or the whole of the Annual Subscription. A privileged Member shall have all rights and privileges of an Ordinary Member including the right to vote.

HONORARY MEMBER

7. A Division may recommend any person, whether or not medically qualified, who has made a major contribution to the practice of some aspect of medicine or to the medical profession, and on such recommendation Special the said person may at the discretion of the National Council be invited to become an Honorary Member.

All Honorary members of the Association duly elected by the General Secretary shall enjoy all the privileges of Members except they will exempt from payment of annual subscription and will have no voting rights on any matter whatsoever, of the Association.

CORPORATE MEMBERSHIP

8. Any professional or medical organisation which applies and is approved by the Council may receive Corporate Membership for which no fee shall be charged.

9. Every candidate for membership shall apply for election in writing by Special addressed to the Association and stating his agreement, if elected, to abide by the Memorandum and Articles of Association and By-laws of the Association and to

pay his subscription for the current year.

MODE OF ELECTION

10. Ordinary Members shall be elected by the Division, which shall notify such election to the Council.
All other Members shall be elected by the National Council.

SUBSCRIPTION

11. (a) Save as otherwise provided by the 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. The said subscription shall be due in advance from the date of such election.

Provided that a member elected on or after the first day of July in any year shall pay one half only of the annual subscription otherwise payable by him for that year.

(b) Each year's subscription shall entitle the Member during such year to all privileges of membership of the KENYA MEDICAL ASSOCIATION including that of receiving the East African Medical Journal for such year.

TERMINATION OF MEMBERSHIP

12. 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 and subject to the provisions of the next succeeding Article.

(b) Ipso facto save as hereinafter provided by Article 12(d) 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) (i) 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 force OR

(ii) Upon erasure on the ground of professional misconduct of any kind from any Medical Register for the time being established in Kenya.

(d) By expulsion (after the inquiry and in the manner prescribed in the next succeeding Article) 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 nor the Association into disrepute, or on the grounds that that member has willfully and persistently refused to comply with the provisions of these Articles or the By-Laws of the Association.

EXPULSION

13.

(a) The Council shall have power, after due inquiry by such Committee as the By-laws may Prescribe, of which inquiry not less than Fourteen days' notice Specifying a time and place at which he may be heard in his defense shall have been served on the Member in | the manner hereinafter Prescribed, to expel from membership (whether Ordinary or Associate) of the Association any Member whose conduct shall be held by such Committee to be such as renders him liable to expulsion under paragraph (d) of the last preceding Article

(b) A majority of two-thirds of those present and voting at a meeting of the Council shall be required for the Purpose of exercising the powers by paragraph (a) of this Article.

(c) An expelled Member shall notwithstanding that he has ceased to be a Member be liable to pay all sums due from him to the Association at the time of his expulsion.

(d) No member in regard to whom an inquiry as aforesaid has taken or is taking place or whose conduct is under investigation shall be capable of effectively resigning his membership of the Association nor shall his membership be terminated in pursuance of paragraph (b) of the last Preceding Article or of any of the By-laws until such investigation or inquiry is completed and the decision thereof is made to the Member.

(e) An inquiry or investigation shell for the Purpose of this Article be deemed to commence at the time when the matter of such investigation or inquiry is first brought officially under the notice of the Council by whatever means,

RE-ELIGIBILITY

14. Any member whose membership has been terminated or who has been expelled or who has ceased to be a member under the Provision of these Articles may apply for re-election at the discretion of the Council but he shall not be eligible for re-election until (a) he has been restored to the roll of registered practitioners in Kenya, and/or (b) has paid all arrears of subscription (if any) due from him at the time when his former membership ceased.

LIST OF MEMBERS

15. A register containing a list of members shall be kept at the head Office of the Association and shall be open for inspection by members and officers of the Association subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the by-laws of the Association for the time being in force.

ANNUAL GENERAL MEETING

16. A general meeting of the Association to be called the Annual General Meeting shall be held at least once in each calendar year in the First three months of that year at such time and place as may be agreed upon by the Council, and if no place is agreed upon it shall be held at the office of the Association in Nairobi

EXTRA ORDINARY GENERAL MEETING

The Council May whenever it thinks Fit and (without Prejudice to the Provisions of the Act) the Chairman Upon requisition made in writing as hereinafter provided by any 25 or more Ordinary Members, shall convene an Extra Ordinary General Meeting for the Purpose of considering any matter.

18. A requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like Form each signed by one or more requisitionists. If the Chairman does not within twenty-one days from the date of the deposit of the proceed duly bo convene an Extra Ordinary General Meeting, all the requisitionists or any fifty or more of them my themselves convene & meeting For the objects specified in the requisition, but any meeting so convened shall not be held after the expiration of two calendar months from the said date. A meeting convened by the requisitionists shall be convened in the same manner as nearly as possible as that in which the General Meetings are to be convened by the Council.

NOTICE OF MEETING

19. Twenty-one clear days' notice at the least of the holding of a General Meeting specifying the place, the day and the hour of meeting and in case of special business, the general nature of such business (and in the case of the Annual General Meeting specifying the meeting as such) shall be given in manner hereinafter mentioned to all Members (other than those who under the provisions of the By-laws are not entitled to receive such notice) and to the Auditors for the time being of the Association. The accidental omission to give notice to or the non-receipt of notice by any person entitled to receive notice shall not invalidate the proceeding at any General Meeting.

BUSINESS OF ANNUAL CENERAL MEETINGS

20. The business of an Annual General Meetings shall be:

- (a) Confirmation of the minutes of the previous meeting, the reception, discussion and consideration of the Account, Balance sheet and Annual Reports of the Council and of. any Committees of Officer instructed to report to such meeting end of the Auditors.
- (b) The election of the Chairman and the Officers of the Council and the election of Auditors and of such other persons as may be required by these Articles of the by-laws to be elected at the Annual General Meeting.
- (c) To receive an address by the incoming Chairman if so arranged by the Council and any addresses OF communications relating to the medical and allied sciences and such discussion of the same as shall have been arranged by the Council.
- (d) To transact all such business as by any act, Ordinance for the time being in force or by these Articles or by by-laws shall be appointed to be transacted at the Annual General Meeting.
- (e) Any important issue decided upon by the Divisional General Meeting and of which at least four weeks! notice has been given to the Honorary Secretary General of the Council.

21. The Council shall arrange the order of business of an Annual General meeting and shall fix the times at which matters described under the heads (a), (b), (c), (d) and (e) of Article 29 shall respectively be considered. At the expiration of the time allowed for any particular business, any portion of such business remaining for consideration shall be adjourned by the Chairman without discussions to such time as may be appointed by the meeting for its resumption.

QUORUM AT GENERAL MEETINGS

22. No business shall be transacted at any General Mooting unless a quorum of members is present at the commencement of such business and, except as hereinafter provided, 15 members will Be a quorum for an Annual General Meeting and 10 members for an Extra Ordinary General Meeting held upon requisition made in writing shall be 25 members.

23. If within a half-hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in

the Following week at the same time and place and, if at such adjourned meeting of quorum of members is not present, those present shall be a quorum.

SPECIAL BUSINESS AT GENERAL MEETINGS

24. All business transacted at Annual General Meetings other than specified in Article 20 shall be deemed special and all business Transacted at Extra Ordinary General Meetings, other than papers, addresses, demonstrations, exhibits and other communications relating to the medical and allied sciences the presentation of which shall have been arranged by the Council or other than as provided by the By-laws, shall be deemed special.

CHAIRMAN OF GENERAL MEETINGS

29. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Association.

26. If at any meeting the Chairman or Vice-Chairman is not present within fifteen minutes after the time appointed for holding the same, the Members present shall choose someone of their number to be Chairman of such meeting.

ADJOURNMENT

27. The Chairman may with the consent of the Meeting (and shall if so directed by the meeting) adjourn any business from time to time and from place to place but no business shall be transacted at any meeting from which the adjournment took place,

VOTING

28. Every question submitted to a meeting shall be decided in the First instance by a show of hands and in the case of on equality of votes the Chairman shall, both on a show of hands and on a poll, have a casting vote in addition to the vote that he may have as a member.

29. At a General Meeting, unless a poll is demanded by at least two Members present at the meeting, a declaration by the Chairman that a resolution has been carried or carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against resolution.

30. If a poll be demanded in manner aforesaid the same shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination shall be final and conclusive.

31. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which the poll has been demanded. No poll shall be demanded on the election of a Chairman and a poll demanded on a question of adjournment shall be taken at a meeting without adjournment.

32. Upon a show of hands every Ordinary Member and every Privileged Member present in person shall have one vote. Upon a poll every Ordinary Member and every Privileged Member present in person or by proxy shall have one vote.

33. Any Ordinary Member and any Privileged Member of the Association who is prevented from attending any meeting of the Association may appoint another Ordinary Member or Privileged Member of the Association as proxy to vote in his stead. A proxy so appointed shall furnish to the Chairman or the Honorary Secretary General forty eight hours before the day of the meeting of the Association, a letter of appointment signed by the Member for whom he is in the act as a proxy. A proxy so appointed shall not carry more than 5 such letters of appointment

COUNCIL CONSTITUTION

34. The constitution, duties, powers and mode of procedure of the Council shall be such as are provided by these Articles and such as shall be determined from time to time by the By-laws.

FIRST COUNCIL

336 The members of the first council shall be elected at the first Annual General Meeting of the Association. The Council shall consist of:

- (a) The elected officers, namely, the Chairman, Vice-Chairman, the Honorary Secretary General and the Honorary Treasurer General;
- (b) The Chairman at the previous year who shall be an ex-officio member.
- (c) The Divisional Chairman, the Divisional Vice-Chairman, the Divisional Honorary Secretary and the Divisional Treasurer who shall be ex-officio members of the Council;
- (d) Representative of the Director of Medical Services or his amended by nominee, who shall be a medical practitioner.

ELECTION OF COUNCIL

36. All the Officers, namely, the Chairman, the Vice-Chairman, the Honorary Secretary General and the Honorary Treasurer General shall be elected annually, at the Annual General Meeting.

All procedure in connection with the election shall be as provided under the By-laws.

POWERS OF INCOMPLETE COUNCIL

37. (i) In default of an election of any member or members whereby the number of members of the Council is incomplete, all the powers conferred on the Council shall belong to and be exercised by the members ex-officio thereof, namely, the Chairman, the Vice-Chairman and the Honorary Secretary General and such other members of the Council as may have been duly elected.

(ii) Provided that in the case of a vacancy in the Council occasioned by a failure to elect, the members of the Council then in office may in their discretion take steps to cause the same to be filled by means of an election by the members of the Association in the manner herein before provided for. The election of members of the Council or may themselves appoint

a Member of the Association to fill the vacancy, and the person so elected or appointed shall retain his office only until the next Annual General Meeting.

CASUAL VACANCY IN THE COUNCIL

38. Any casual vacancy in the council may be filled up by the Council. Any person chosen to fill any such Casual vacancy shall retain his office only until the next Annual General Meeting.

POWERS AND DUTIES OF COUNCIL

39. The management of the business and the affairs of the Association shall be vested in the Council and it shall be the duty of the Council to administer the affairs of the Association in accordance with the Memorandum of Association and with these Articles and the By-laws, and the Council may exercise all such powers and do all such acts and things as the Association is by its Memorandum of Association and these Articles or otherwise authorised to exercise and do and are not hereby or by statute directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of the Act and to these articles and to any By-laws not being inconsistent with these Articles as may from time to time be made, altered or added to by the Association in General Meeting. Provided that no such By-laws shall invalidate any prior act of the Council which would have been valid if such By-laws had not been made.

40. The Council shall annually prepare a Balance Sheet and Financial Statement of the Association for the past year and a report of the general state and proceedings of the Association for the past year. Such Balance Sheet and Statement shall be audited by the Auditors of the Association for the time being.

41. A record of attendance of each member of the Council at its Meetings shall be kept and published annually in the Report of the Council,

42. The Council may meet, convene its meetings, adjourn or otherwise regulate its proceedings as it thinks fit but so that it shall meet not less than twice in a calendar year and shall be presided over by a Chairman or by a Vice-Chairman or in their absence by a Chairman appointed by the meeting from its members. The quorum for any meeting of the Council shall be one-third of all its members. In the event of a quorum not being present at any meeting of the Council, those members of the Council present may decide the place and the date of the next meeting the Council may arrange a General Postal Referendum on any matter decided by Council to be of sufficient importance to warrant such a referendum.

43. Questions handled at any council meeting shall except where otherwise provided in these articles or in the by-laws, be decided by a majority of votes. Each member of the council present shall have one vote and in case of equality in votes the chairman shall have a second casting vote.

44. Notice a twenty-one days of an ordinary meeting shall be given to all the members of the council.

In case of some urgent business, the Chairman may at his discretion, call an extraordinary Council Meeting by notifying all the members of the Council.

It shall not be necessary to give notice of a meeting of the Council to any member thereof who is not in Kenya.

45. The Chairman may if he thinks fit and shall, upon receiving a requisition signed by not less than three members of the Council and specifying the business for which a Special Meeting of the Council is required, call together a Special Meeting thereof but at such meeting no business shall be transacted other than that for which such Special Meeting was called.

46. The Council may continue to act notwithstanding that its number is reduced by death, retirement or otherwise below the full number. Provided that it at any time its number is reduced below Four, its continuing members shall not act for the purpose of filling up vacancies until there are at least four members of the Council.

47. If any member of the Council shall resign, refuse to accept office or become incapable of acting through illness or any other reason, he shall in so facto cease to be a member of the Council.

HONORARY SECRETARY GENERAL

48. The duties of the Honorary Secretary General shall be such as shall from time to time be prescribed by the Council and shall except as may be otherwise determined by the Council to his being present at the meetings of the Association and of the Council the recording of their respective Minutes and the conduct of the correspondence of the Association.

HONORARY TREASURER GENERAL

49. The Honorary Treasurer General shall superintend the collection of and receive the subscription and other monies payable to the Association and discharge all accounts which shall have been ordered by the Council to be paid and shall have and enjoy such other duties, powers and privileges as may be determined from time to time by the Council.

VACANCIES IN OFFICE

50. In the event of a vacancy in or of any Officer during his term of office, whether caused by death, illness or incapacity or for whatever reason, the Council shall have power to appoint any Ordinary Member of the Association to hold the office thereby vacated until the next succeeding Annual General Meeting.

AUDITORS

51. An auditor shall be appointed at the Annual General Meeting for the ensuing year.

An Auditor may be paid such remuneration (if any) for his services as may be resolved at the Annual General Meeting appointing him. No auditor shall be an ex-officio bearer or a member of the Council of the Association. Any vacancy in the office of the auditor however caused may be filled by the Council until the next Annual General Meeting, but while such Vacancy continues any continuing auditor or auditors may act.

NOTICES

52. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such Member at his address in Kenya as appearing in the Register of Members of the Association.

53. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same was posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly stamped and addressed and put into the Post Office. A certificate in writing signed by the Honorary Secretary General that the letter, envelope or wrapper containing the notice was so stamped, addressed and posted shall be conclusive evidence thereof. Where a given number of days' notice extending over any other period is required to be given, the day of service shall unless it is otherwise provided be counted in the number of

days or period.

SEAL

24. The Council shall provide for the safe custody of the Seal and Seal shall be used except in pursuance of a resolution of the Council and in the presence at least one member of the Council and of the Honorary Secretary General of the association et ten what shall severally sign every instrument to which the Seal is

COMMITTEES

- (a) The Association or the Council shall have power to appoint Committees with such powers as may to it or them seem necessary or convenient and to fix the quorum thereof, and lay down rules for regulating the proceedings of such Committees.
- (b) subject to any such rules, any committee so appointed may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it think fit. If no quorum be so appointed two members of a Committee shall form quorum, Questions arising at any meeting of a Committee shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have second or casting vote. A meeting of a Committees shall be deemed equivalent to a resolution passed at a meeting of the committee duly convened and held.
- (c) The Chairman and the Honorary Secretary General shall be ex-officio members of all Committees.
- (d) Any vacancy occurring in the membership of any Committee shall be filled by the Council.
56. Without prejudice to the foregoing Article. the Council shall have power to appoint Standing Committees (which may include persons who are not members of the Association) called by such names, composed in such manner and having such powers and duties as it may determine. The Council shall appoint the Chairman of such Standing Committees.

DIVISIONS

DIVISIONS

57. Branch(es) of the Association called the Division(s) may be established for any Province of Kenya, where the number of members residing in that Province is twenty-five or more, with the prior approval of the Council.

The Division will have its own Divisional Committee to run its day to day affairs, The Chairman, the Vice-chairmen, Honorary secretary, Honorary Treasurer and the Committee Members will form the Divisional Committee. There will be one Committee Member for every 50 members of the Division. All the members of the Divisional Committee will be elected at the Annual General Meeting of the members of that Division, which will be held before the end of January each year.

The internal management of the Division by its officers and the holding of meeting of its members will be subject to the By-laws of the Association:

Provided the Division or its Officers will not be entitled to change the rate of members' Subscription.

The audited statement of account of the income and expenditure of the Division will be submitted to the Council before the Annual General Meeting of the Division.

BY LAWS

58. (a) Save so far as determined by stature or these Articles, the Constitution and mode of government of the Association, all matters relating to medical ethics, rights and obligations of each member the election or appointment duties, powers and privileges of all Officers and of all Councils, Committees (whether ad hoc or Standing) and governing and administrative bodies of the Association, the election or appointment of Members or other Persons to represent the Association in any other body, Corporation, Institution, Association or Organization in which the Association has or may from time to time be proscribed and determined by or in accordance with the By-laws, and the By-laws may from time to time be added to, amended, altered, or repealed by the Association in General meeting shall be deemed to have full powers to make By-laws on all such matters and on all other matters relating to the affairs of the Association or for the! purpose of carrying out its objects, and all By-laws made and for the time being in force shall be binding on the Members of the Association as if they formed part of these Articles and shall have full effect accordingly.
- (b) Provided that no resolution of a General Meeting to make any addition to or any amendment, alteration or repeal of any By-laws or to make any new By-laws still have any operation unless: -

1. The proposal to make the same shall have been: -

- (i) Previously considered by the Council,
- (ii) submitted to the General Meeting by the Council, and
- (iii) Notified by the Council to the Members not less than twenty-one days before the day of holding the General Meeting, and

2. The resolution of the General Meeting shall have been carried by a majority of not less than two-thirds of the votes given thereon.

WINDING UP

The Association may be wound up voluntarily whenever 3s Special Resolution to that effect is validly passed in accordance with the provisions of the Act.

NAMES, POSTAL ADDRESSES AND SIGNATURES OF SUBSCRIBERS
OCCUPATION OF SUBSCRIBERS

Dinker Waghmare
Medical Practitioner
P.O. Box 20021, Nairobi

Sgd D. Waghmare

Andrew Hicks
Surgeon 7
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sgd A. Hicks

Didace Binagwaho
Medical Practitioner
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sgd D. Binagwaho

Mohamed Azzam Fazal
Medical Practitioner
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sgd M. A. Fazal

James Sidney Nesbitt
Medical Practitioner
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sgd J.S. Nesbitt

Manuel Joseph D'Cruz
P.O, Box 10456, Nairobi
Otorhinolaryngology

sgd M.J.D'Cruz

Hashmukh Kamdar
Surgeon
P.O, Box 44266, Nairobi

sgd H. Kamdar

DATED this 16th day of December 1972

WITNESS to the above signatures; sgd. M.Z. Ahmed Malik
Advocate
P.O. Box 40713
Nairobi

CERTIFICATE UNDER THE COMPANIES ACT

CERTIFIED that the above Articles of Association have been reproduced by the process of Xerography.

ERASTUS PETER APAMO
Proprietor ESPORA AGENCIES
P.O. BOX 55661
NAIROBI- Kenya

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Mohamed Azzam Fazal

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James Sidney Nesbitt |

Medical Practitioner

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Manuel Joseph D' Cruz Bed Mod, D'Cruz

P.O.Box 10456, Nairobi

Otorhinolaryngologist

Hashmukh Kamdar

| Surgeon

P.O, Box 44266, Nairobi

DATED this 16th day of December 19 22

WITNESS to the above Signatures: :

Sed MZ, Ahmed Malik

Advocate

P.O, Box 40713

CERTIFICATE UNDER THE COMPANIES act Nairobi

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