



*Pharmaceutical Society of Kenya*

## **CONSTITUTION**

## **TABLE OF CONTENTS**

INTRODUCTION.....	4
ESTABLISHMENT OF THE SOCIETY .....	4
HEADQUARTERS.....	4
OBJECTIVES OF THE SOCIETY .....	4
MEMBERSHIP .....	8
MANAGEMENT OF THE SOCIETY.....	13
POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE.....	14
LIAISON WITH OTHER BODIES.....	16
DUTIES OF OFFICE-BEARERS OF THE SOCIETY .....	16
REIMBURSEMENT OF EXPENSES.....	17
QUORUMS OF MEETINGS OF THE EXECUTIVE COMMITTEE.....	17
Urgent Motions of the Executive Committee.....	18
Sub-Committees and Ad Hoc Committees .....	18
Acts of Office-Bearers .....	18
MINUTES .....	18
SALARIED OFFICIALS.....	19
THE NATIONAL GOVERNING COUNCIL .....	19
FUNCTIONS OF THE COUNCIL .....	20
MEETINGS OF THE COUNCIL .....	20
ANNUAL GENERAL MEETING .....	20
SPECIAL MEETINGS OF THE COUNCIL .....	21
PETITIONS FOR SPECIAL MEETINGS OF THE COUNCIL.....	22
QUORUM AT MEETINGS OF THE COUNCIL.....	22
MOTIONS AND RESOLUTIONS AT MEETINGS OF THE COUNCIL.....	22
VOTING AT MEETINGS OF THE COUNCIL.....	24
GENERAL PROVISIONS FOR MEETINGS OF THE COUNCIL.....	25
BRANCHES AND SECTORAL DIVISIONS OF THE SOCIETY.....	25
SECTORAL DIVISIONS: .....	26
COMPOSITION OF BRANCHES AND SECTORAL DIVISIONS OF THE SOCIETY .....	26
General Provisions as to Branches and Sectoral Divisions.....	27
Objects and powers of a branch and Sectoral division.....	28
AUTONOMY OF BRANCHES AND SECTORAL DIVISIONS .....	28

Management and Control of Branches and Sectoral Divisions .....	29
FINANCIAL ARRANGEMENTS FOR BRANCHES AND SECTORAL DIVISIONS .....	30
INACTIVE BRANCHES.....	30
LIABILITY OF BRANCHES ON DISSOLUTION OF THE SOCIETY.....	30
DISPUTES.....	30
INCOME AND PROPERTY OF THE SOCIETY.....	31
MONIES ACCRUING TO AND PAYABLE BY THE SOCIETY .....	31
FINANCIAL YEAR.....	32
AWARDS AND DISTINCTIONS.....	32
AMENDMENT OR RESCISSION OF REGULATIONS.....	32
AMENDMENT.....	32
DISSOLUTION .....	33
OFFICIAL VERSION.....	34
TRANSITIONAL PROVISIONS AND IMPLEMENTATION .....	34
REPEAL .....	35
SCHEDULE I: .....	36
List of Branches.....	36
SCHEDULE II: .....	36
Sectoral Divisions.....	36
SCHEDULE III: .....	36
Standing Committees.....	36
SCHEDULE IV: .....	37
Elections Regulations .....	37
SCHEDULE V: .....	40
APPOINTMENT OF STANDING COMMITTEE MEMBERS.....	40
SCHEDULE VII: .....	41
FELLOWSHIP AWARDS .....	41

## **INTRODUCTION**

1. The name of the Society shall be “PHARMACEUTICAL SOCIETY OF KENYA” abbreviated as “PSK”
2. In this Constitution, except where the context otherwise requires—
  - ‘Council’ means National Governing Council referred to in Article 34.
  - “Executive Committee” means National Executive Committee of the Pharmaceutical Society of Kenya as appointed under Article 15.
  - “Chief Executive” means the Chief Executive Officer of the Society appointed under Article 33 (a).
  - ‘MPSK’, ‘FPSK’, ‘APSK’, ‘SPSK’ are post-nominals which can be used to describe the type of membership of a member of PSK.
  - “National Elections Board” means the body established under Schedule IV.
  - “Society” means Pharmaceutical Society of Kenya.

## **ESTABLISHMENT OF THE SOCIETY**

3. The Society shall be a body corporate with perpetual succession and a common seal and shall, in its corporate name, be capable of—
  - a. suing and being sued;
  - b. taking, purchasing or otherwise acquiring, holding, charging or disposing of movable and immovable property; and
  - c. doing or performing all such other things and/or acts for the proper discharge of its functions under this Constitution and regulations thereof as may be lawfully done or performed by a body corporate.

## **HEADQUARTERS**

4. The headquarters of the Society shall be in Nairobi.

## **OBJECTIVES OF THE SOCIETY**

5. The objectives of the Society shall be:
  - a) To advance the study and practice of the profession of Pharmacy.
  - b) To promote Pharmaceutical education and application of pharmaceutical knowledge for the good and health of mankind.
  - c) To maintain, honour, uphold ethics, safeguard, and promote the interests of the members in the practice of Pharmacy.

- d) To create and maintain a standard of professional conduct, code of ethics and enforce their application by all members for the dignity of the profession.
- e) To conduct disciplinary and professional behavioral enquiries of members and to take necessary disciplinary measures;
- f) To foster a high standard of control over the quality and distribution of medicines, drugs, and other pharmaceutical products by professional means, and by encouraging the implementation of appropriate legislation.
- g) To represent, protect, and assist pharmacists in general and members in particular as regards conditions of practice.
- h) To identify and point out to the respective authorities, organisations, individuals, if and when, in any way the dignity and professional image of Pharmacy is being compromised.
- i) To assist members, whenever possible and when deemed necessary, who by reason of adversity are in need of help.
- j) To arrange and hold periodic meetings of the Society for professional, educational and social purposes.
- k) To disseminate such information as may be thought necessary by means of journals, bulletins or any other method for the fulfilment of these objectives(specify the exact sections).
- l) To accept, or refuse any gift endowment or bequest made to or acquired by the Society, for the purposes of any specific objective connected with pharmacy practice and to execute any charitable or other trusts which may be considered expedient or desirable in the interests of the society.
- m) To maintain an up-to-date list of *bona fide* members.
- n) To promote the role of pharmacists as integral members of the healthcare teams in order to allow full utilisation of pharmaceutical knowledge in rational drug use.
- o) To facilitate research in health and pharmaceutical sciences and services.

- p) To facilitate information exchange between members, health-care professionals, patients, consumers and pharmaceutical or allied industry.
  - q) To collaborate or foster understanding with pharmacy training institutions in order to improve the quality of education.
  - r) To collaborate with similar societies, organisations or allied professionals and establishments in Kenya, neighbouring countries, the commonwealth and other countries in the world for the attainment of these objectives.
  - s) To do all such other things as are incidental or conclusive to the attainments of any or all the foregoing objects.
6. The Society may for the purpose of achieving its Objects –
- a) form and/or have an interest in any company or companies for any purpose (gains and profits), directly or indirectly, calculated to benefit the Society;
  - b) evaluate any bills, laws, ordinances, proclamations, pronouncements, or enactments (laws) (whether emanating from Parliament, County Assemblies or local authorities, or from any other entity which either affects or may affect the interests of pharmacists and members of the Society), and where appropriate, to support or object, oppose and if necessary, take appropriate legal action as circumstances may require on behalf of its members;
  - c) publish, distribute and disseminate magazines, information or promotional material, including results of research or statistics or other information that is either available to or obtained from members of the Society;
  - d) co-operate with any institution, society or association;
  - e) establish and support bodies representing specific fields of pharmaceutical interest or endeavour, and unless the Council decides otherwise these bodies should be accommodated in one of the established Sectoral Divisions.

- f) recognize organizations representing specific fields of pharmaceutical practice and interest for achieving the objectives as specified in this Constitution;
- g) borrow or raise monies, with or without security;
- h) secure the payment of monies borrowed or any other obligation in any manner including the pledge of movable property and the mortgage of immovable property;
- i) In furtherance of the objects of the Society to invest available funds only with registered financial institutions, and in securities listed on a licensed stock exchange. No dividend shall be payable to any member.
- j) enter into indemnities, guarantees and sureties and may secure payment thereunder in any way;
- k) establish, manage and support or aid in the establishment, management and support of associations, institutions, foundations, funds, trusts and amenities calculated to benefit members of the Society or its employees, or the descendants or relatives of such persons;
- l) acquire, hire or lease any movable or immovable property and to develop, manage, hypothecate, lease (whether as lessor or lessee), deal in or dispose of all or any part or section of the movable or immovable property of the Society.
- m) consult or gauge the views and opinions of all or any members of the Society, or any other groups or entities of persons as may be deemed to be in the interests of the Society or its members. Such powers shall include the right to conduct market polls, market surveys, or any other prevailing practice including the right to conduct a referendum.
- n) establish and administer or contribute towards the establishment of scholarships, bursaries or grants-in-aid for the benefit of students in pharmacy, or employees of the Society;
- o) design and issue all heraldry, symbols, logos, mottos and other distinctive marks indicating membership, awards or distinctions of the Society and may apply for registration and for copyright thereof,

and may regulate and enforce the conditions affecting the use thereof and their withdrawal;

p) make and from time to time, alter, amend or rescind regulations for the carrying out of the business of the Society;

q) in consultation with the applicable Branch and/or Sector and subject to the provisions of this Constitution, establish Branches, Sectoral Divisions, and establish new Branches and new Sectoral Divisions on such terms and conditions as the Society may decide from time to time. The aforesaid powers shall include the right to define and redefine the boundaries of the Branches;

r) employ and enter into agreements regulating conditions of service and termination of employment that will apply to officials and employees of the Society, including the right to recognize and deal with trade unions, staff associations, or any other employee groups, whether in terms of statute or otherwise.

s) notwithstanding anything to the contrary herein contained the Society will not participate in any business, profession or occupation or any profit making activities of a continuous or on-going nature by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members of the purpose of carrying on any business, profession or occupation by them;

t) make public statements concerning the pharmaceutical needs of the people of Kenya either in support of or in opposition to statements or policy made by government and/or other role players;

u) conduct disciplinary and professional behavioural enquiries of members and to take necessary disciplinary measures; and

v) generally, do anything that may be incidental to or necessary for the attainment of the above objects.

7. The objects named in 6 above shall be carried out by the Council on behalf of the Society.

## **MEMBERSHIP**

8. The Membership of the Society shall be divided into different categories as specified below:



- a. Full Membership which shall be open to the following people, having satisfied CPD requirements as decided from time to time by the Council:
    - i. All Pharmacists registered by the Pharmacy and Poisons Board, and
    - ii. Pharmacists who by virtue of them having passed their professional examinations, require Society membership to get registered by the Board;
  - b. Associate Membership which shall be open to the following:
    - i. Pharmacists who hold a minimum of a Bachelor of Pharmacy degree or its equivalent from an institution recognized in Kenya but who are not registered as so by the Pharmacy and Poisons Board
    - ii. Kenyan Pharmacists practicing in other jurisdictions.
    - iii. Students pursuing a Bachelor of Pharmacy degree from an institution recognized by the Board.
  - c. Honorary Membership which shall consist of such persons as the Council may from time to time award from amongst persons who have rendered distinguished service to the Society or to the Pharmacy Profession.
  - d. Affiliate/ Society Membership which shall be open to those Associations or Societies with similar aims and objectives to any or all of those of PSK who will be willing to give reciprocating membership
  - e. The Society may confer a Fellowship on any Full Member as prescribed in Schedule VII to this Constitution.
9. Every member shall have a right:
- i. to attend any meeting of the Society, including any meeting of any Branch or Sectoral Division, or by invitation any meeting of the Council or Executive Committee or of a Branch or Sectoral Division Committee;
  - ii. to receive any information which it is competent for officers of the Society to give;

- iii. to receive at the discretion of the Executive Committee such assistance in any matter as may be rendered in terms of this Constitution;
- iv. to take part in any discussion on any matter at any general or special meeting of any Branch or Sectoral Division;
- v. to receive the Society's Journal either ex gratia or at such cost as may be decided from time to time by the Executive Committee;
- vi. To utilize the facilities and participate in the services provided by the Society, provided that members comply with any terms and conditions applicable thereto.
- vii. To use any post-nominal title that their category of membership permits thus:
  - a. MPSK for Full Members
  - b. AMPSK for Associate Members
  - c. MPSK (Hon) for Honorary Members
- viii. Full Members shall be entitled to exercise the following additional rights, limited to full members only:
  - a) to vote on any motion put to a General or Special Meeting of the Society or Branch or Sectoral Division of which they are a member;
  - b) to nominate and vote for members of the Council or Branch and Sectoral Committee of which they are a member;
  - c) if qualified, to be nominated for and appointed to any office or committee of the Society; and
  - d) to be selected by their Branch or Sectoral Division to attend and vote at meetings of the Council;
  - e) to use the pre-nominal title "Dr"
- ix. No member shall have any rights by reason of this membership to the property of the Society.
- x. Notwithstanding the provisions of this section, no member shall have any rights referred to in this section pertaining to Sectoral

Divisions unless they have selected membership to that Sectoral Division.

10. The following provisions shall apply to Subscriptions:
  - a. Every member of the Society shall pay the Society such annual subscription as may be prescribed from time to time by the Executive Committee and approved by the Council; provided that no honorary member shall be liable to pay any such subscription.
  - b. All subscriptions shall be payable either annually in advance or in such other manner and form as the Council may determine, including but not limited to, equal instalments, authorized deductions from the member's banking account or mobile money transfer and shall be for the twelve (12) calendar months.
  - c. At least 40% of the subscription fees shall be retained by or remitted to the Branch to which the member belongs.
  - d. Any member failing to pay in full such subscription within three months of due date shall be deemed to be in arrears with their subscription.
11. The following provisions shall apply to Membership:
  - a. The Society shall keep an up-to-date Register of Members for all the categories of membership;
  - b. The Register of Members shall contain the member's name, postal address, mobile phone number and e-mail address and category of membership to which the member is registered;
  - c. Upon acceptance of membership, a certificate of registration of membership shall be issued to the member. This certificate shall be renewed annually upon the satisfactory payment of annual subscription fees.
  - d. Acceptance of such Certificate of Membership shall constitute an unqualified undertaking by the member to abide by the Constitution and Regulations of the Society and of any Branch or Sectoral Division of which they may become a member (as they may be amended from time to time), and The Code of Ethics and Standards as adopted by the Society. Furthermore, such Certificate

of membership shall at all times remain the property of the Society and shall be required to be returned to the Society by the member upon the termination, for any reason whatsoever, of their membership.

12. Every member shall remain a member until their membership is terminated in accordance with the provisions herein contained:
  - a. The membership of any person shall automatically be terminated –
    - i. upon the loss of the registration or qualification which was the basis of their admission to membership; or
    - ii. upon receipt of a letter from the Executive Committee accepting their written resignation as member; or
  - b. upon removal of their name by the Executive Committee from the Roll of Members in accordance with its powers under this Constitution.
  - c. No subscription or levy or part thereof shall be refunded to any member upon the termination of their membership.
  - d. A member may resign by giving notice in writing to the Society. The Executive Committee shall be entitled on recommendation of the Branch Committee concerned to waive the whole or any part of the period of notice and/or subscription fees due for such period except that in the case of a member who is not resident and/or employed and/or carrying on business in the area of any Branch, such waiving of the period of notice or of the subscription shall be at the discretion of the Executive Committee.
  - e. A member shall only be subject to expulsion if such expulsion occurs either pursuant to any disciplinary proceedings that may have been instituted against a member, or as otherwise provided for in this Constitution or the Regulations attached thereto.
  - f. Any person who was formerly a member of the Society and whose membership has terminated for any reason may be re-admitted at the discretion of the Executive Committee, who shall be entitled to rule on the re-admission of any member and to impose, in its sole discretion, terms, conditions or restrictions to such re-admission it

may determine. The Executive Committee shall also be entitled, in its sole and absolute discretion, to reinstate any member who was previously expelled by the Society in accordance with the relevant regulations.

13. The Register of members shall be open for inspection to all members during official working hours of the Secretariat.

### **MANAGEMENT OF THE SOCIETY**

14. There shall be an Executive Committee which shall manage the affairs of the Society on behalf of the Council between its meetings and which shall be constituted and have the powers and duties hereinafter set forth.
15. The Executive Committee shall comprise: -
  - a. The President
  - b. The Immediate Past President of the Society (ex officio)
  - c. The Director of Pharmaceutical Services (ex-officio)
  - d. The Deputy-President
  - e. The Honorary Treasurer
  - f. A representative each elected by the respective members of Council under sections 35(d),(e), (f), and (g)
  - g. The Chief Executive Officer who shall be the Secretary
16. The President, Deputy-President and Honorary Treasurer shall be elected by secret ballot by all members of the Society as provided for in Schedule IV of this Constitution
17. Only sitting members of the outgoing Council shall be eligible for election under Article 16 above.
18. Notwithstanding anything to the contrary herein contained, the Executive Committee shall have the right to co-opt and appoint to the Executive Committee such persons as in its sole and absolute discretion, decide are needed for reasons of their particular expertise or experience for the attainment of the objects and the furtherance of the interests of the Society, or for purposes of gender balance provided that not more than two (2) additional persons may be so appointed.

19. The Executive Committee shall meet for the dispatch of business, adjourn or otherwise regulate its meetings as it may think fit, provided that it shall meet at least once every month.
20. The Executive Committee shall transmit reports of its proceedings to members of the Council and Secretaries of Branches and Sectoral Divisions who shall keep their respective Branches and Sectoral Divisions informed of all such proceedings.

### **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

21. The day-to-day control and management of the affairs and interests of the Society shall be vested in the Executive Committee, which shall have full powers to act, as it deems fit and in particular –
  - a. to deal with all matters remitted by meetings of the Society or with any other matters submitted to it by Branches or Sectors;
  - b. to act on behalf of the Society and to pass resolutions, which shall be binding upon the Society and its members in all matters, save where otherwise specifically provided for in this Constitution;
  - c. to institute, defend, bring, carry on or discontinue, or refer to arbitration or compromise any proceedings, actions, suits, claims and demands for or against the Society or in regard to any matter affecting the interest of the Society;
  - d. to authorize and/or assist any member, Branch or Sector to institute or defend any legal proceedings if it is of the opinion that the interests of the Society and/or Branch or Sector justify such course;
  - e. to apply the funds of the Society for any of the purposes provided for in this Constitution, and to make grants-in-aid in respect of any litigation in which the Society may be interested or by which the Society may be affected, provided that a Branch shall not be entitled to apply for grants-in-aid in respect of any litigation unless the consent and approval of the Executive Committee is obtained prior to the commencement of the litigation;

- f. to exert, with the recommendation of the Legal and Ethics Committee, disciplinary action upon members of the Society in terms of the provisions of this Constitution as specified in the Regulations;
- g. to defend legal proceedings instituted against any member of the Executive Committee or any other official or employee of the Society in respect of any matter or thing done or performed by any such person in the proper and reasonable discharge of his duties and to indemnify him against all costs in any such legal proceedings;
- h. to determine, for the purposes of Article 6(r) of this Constitution, the members or persons involved;
- i. to manage, direct or control all the assets of the Society and to employ its funds, property and other assets in such a manner as may from time to time be decided by the Council;
- j. to appoint standing committees and *ad hoc* committees as may be deemed necessary to deal more effectively with the regular or special business of the Society, and to determine their composition, functions and powers;
- k. to recommend to the Council the institution of such awards and distinctions as may seem fitting for the purpose of recognizing and honouring members of the Society and other individuals who have rendered outstanding service to the Society or to the profession of pharmacy;
- l. to administer any benevolent fund or foundation set up by the Society;
- m. to make, amend or rescind Regulations not inconsistent with this Constitution for the carrying out of the business of the Society. All such regulations shall be submitted for ratification to the Council;
- n. to formulate and publish the policy of the Society from time to time; and
- o. generally, to do anything that may be incidental to or necessary for the attainment of the objects and the furtherance of the interests of the Society.

## **LIAISON WITH OTHER BODIES**

22. The Executive Committee has the discretion to invite nominees of its own choice or the nominees of other bodies representing specific fields of pharmaceutical practice or endeavour, to attend meetings of the Society, Executive Committee or any Sub-committee of the Executive Committee. Such nominees shall have all the normal rights of participation in meetings, which are not held in committee, but they shall not be entitled to vote.

## **DUTIES OF OFFICE-BEARERS OF THE SOCIETY**

23. The following shall be the duties of the duty bearers of the Society

### **a) President**

The duties of the President shall include –

- i. to preside at all meetings of the Society and the Executive Committee where he/she is present;
- ii. to sign the minutes of meetings of the Council and the Executive Committee after adoption;
- iii. to represent the Society at public functions;
- iv. to make or delegate the making of any public announcements or addresses on behalf of the Society in consultation with the Chief Executive and in accordance with the regulations;
- v. to convene all meetings of the Executive Committee and when necessary, to instruct the Chief Executive to issue notices of meetings in due time; and
- vi. to initiate and/or direct the activities of the Executive Committee in consultation with the Chief Executive.

### **b) Deputy-President**

The duties of the Deputy-President shall include –

- i. To deputize or act for the President in the performance of any duties when the President is absent or unable to act; and
- ii. to perform such duties as the President may delegate to him/her.

### **c) Honorary Treasurer**

The duties of the Honorary Treasurer shall include –

- i. Ensuring that proper accounts of receipts and payments are kept;



- ii. Issuing Financial Statements duly audited by the Auditors of the Society to the Council and Secretaries of Branches and Sectors as early as possible after the close of the financial year and at least two weeks prior to the next Annual General Meeting; and to present such Statements to the Annual General Meeting;
  - iii. Reporting to the Council and the Executive Committee from time to time as required by the Council or Executive Committee, on the financial state of the Society; and
  - iv. Generally supervising the financial affairs of the Society.
24. Vacancies in the Executive Committee or in any office from whatever cause arising shall be filled by the Executive Committee and ratified by the Council in its next ordinary sitting, to hold office until the next Elections.

#### **REIMBURSEMENT OF EXPENSES**

25. The reimbursement of expenses incurred by anybody authorized to attend to the business of the Pharmaceutical Society of Kenya shall be as contained in the Regulations.

#### **QUORUMS OF MEETINGS OF THE EXECUTIVE COMMITTEE**

26. The quorum for transaction of business at a meeting of the Executive Committee shall be five (5) members of the Executive Committee entitled to be present at such meeting and to vote thereat.
- a. Only members present in person at the meeting shall constitute a quorum.
  - b. If at any such meeting a quorum is not present within an hour after the time appointed for the commencement of the meeting, the meeting shall stand adjourned to a day, time and place to be decided by the President or, in his absence, the Deputy-President.
  - c. If, at such adjourned meeting, a quorum is not present within an hour after the time appointed for the meeting, the members of the Executive Committee present shall form a quorum.
  - d. An Executive Committee member who is unable to attend a particular meeting, may nominate and empower by proxy any other Executive Committee member attending such meeting to vote on their behalf in

respect of any matter at that particular meeting in accordance with the Regulations. Such proxy shall not bind the nominated Executive Committee member to exercise the vote or direct that such vote be “for” or “against” any proposal or amendment thereto.

### **Urgent Motions of the Executive Committee**

27. Notwithstanding the requirements of Article 26, if the President, Deputy-President and Honorary Treasurer unanimously agree that there is a need for a resolution by the Executive Committee on an urgent matter, this can be taken outside a duly constituted Executive Committee meeting, if all Executive Committee members are informed by e-mail and short message service and they cast their vote through a reply to the e-mail.
28. A Resolution taken following the above procedure will only be accepted if three-fifths of the members of the Executive Committee agree with the Resolution.

### **Sub-Committees and Ad Hoc Committees**

29. The establishment, constitution and functioning of the standing committees and any other committees which may be appointed by the Executive Committee shall be as contained in Schedule IV.
30. No decision made by any sub-committee or ad hoc committee shall be of force or effect unless ratified by a duly constituted Executive Committee.

### **Acts of Office-Bearers**

31. All acts performed by a Committee or by any member of a Committee shall (notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the Committee or person acting as aforesaid, or that any of them were disqualified from or had vacated office) be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of such Committee.

### **MINUTES**

32. Despite the provisions of Article 20, the actual minutes of all meetings of the Executive Committee and of its sub-committees shall be privileged. Minutes shall be circulated to Branches and Sectoral Divisions. The

confirmed minutes shall be kept at National Office and copies will be made available to Branches and Sectoral Divisions on request.

### **SALARIED OFFICIALS**

33. The Executive Committee shall appoint:
- a. A Chief Executive Officer, who shall be a Pharmacist, under such terms and conditions, including part-time and for such period, as they may deem fit.
  - b. The Chief Executive Officer shall be responsible to the Executive Committee in general and to the Honorary Treasurer where the finances of the Society are involved.
  - c. The Chief Executive Officer may, with the approval of the Executive Committee appoint or dismiss such staff as may be necessary for the proper functioning of the Society.
  - d. The Chief Executive Officer shall have full control over the Society Secretariat and shall have the power of Administration over the staff and property of the Society.
  - e. Members of the staff, including the Chief Executive Officer, who are members of the Society should have all the rights and enjoy all the privileges of such membership except the right to be nominated for an election to any office of the Society.

### **THE NATIONAL GOVERNING COUNCIL**

34. There is established a National Governing Council which shall, except as stated in this constitution, be the supreme decision making organ of the Society and which shall be responsible for the functions enumerated in Article 6 of this Constitution.
35. The National Governing Council of the Society shall be elected every three years and shall comprise of the following:
- a. President
  - b. Deputy – President
  - c. Honorary Treasurer
  - d. Chairpersons of all the Standing Committees
  - e. Chairpersons of all the Sectoral Committees

- f. Chairpersons of all the Branches
- g. 23 Ordinary Council Members who shall be elected through proportional representation according to the numerical strength of the Branches as determined by the National Elections Board in Schedule IV; provided that each branch shall elect at least one female member to the Council; and
- h. The Director of Pharmaceutical Services
- i. The Chief Executive Officer who shall be the Secretary

### **FUNCTIONS OF THE COUNCIL**

36. Notwithstanding the functions enumerated in Article 6 and elsewhere in this Constitution, the Council shall have the following specific functions:

- a. Have supervisory powers over the Executive Committee
- b. To approve the Budget of the Society
- c. To appoint Auditors of the Society
- d. To form or disband Branches and Sectoral Divisions
- e. Appoint representatives of the Society to statutory bodies and may by resolution of the Council, recall such representatives if they are found to no longer represent the interests of the Society on such bodies.
- f. Amend this Constitution.

### **MEETINGS OF THE COUNCIL**

37. The following provisions shall apply to meetings of the Council:
- a. The Executive Committee shall, during every calendar year, convene at least three meetings of the Council to discuss the regular affairs of the Society.
  - b. All Meetings of the Council shall be convened by circular to all Branches and all Sectoral Divisions sent by the Chief Executive to the Society at least fourteen days before the date of such meeting.

### **ANNUAL GENERAL MEETING**

38. The Executive Committee shall convene a mandatory Annual General Meeting at most two months after the end of the financial year.
39. The business of an Annual General Meeting of the Council shall be-

- a) to confirm the minutes of the previous Annual general meeting and any Special Meeting, which may have been held during the year under review;
- b) to receive the report of the President on behalf of the Executive Committee covering the activities of the Society and its Branches during their period of office;
- c) to receive the report of the Honorary Treasurer on the audited Annual Financial Statements of the Society for the preceding financial year, covering the activities of the Society for the period;
- d) to consider motions submitted in accordance with Article 42 of this Constitution;
- e) to appoint a person or firm of persons qualified to act as Auditors in terms of current legislation, as Auditor of the Society, and whose remuneration shall be fixed by the Executive Committee; and
- f) to deal with and dispose of any matter laid before it by the Executive Committee.
- g) The Executive Committee may, in its sole discretion, include in the proceeding of any Annual General Meeting of the Council, any lectures, group discussion, or symposia, presentation or activity deemed by the Committee to be consistent with any of the objects of the Society.
- h) Full Members shall be invited to and may contribute in the Annual General Meeting but may not vote at the said meetings.

### **SPECIAL MEETINGS OF THE COUNCIL**

- 40. The following provisions shall apply to Special meeting of the Council:
  - a. The President may, at any time, convene a Special General meeting of the Council and shall be obliged to do so if petitioned by a written requisition signed by not less than ten per cent of the Full Members of the Society.
  - b. The President shall be obliged to call a special meeting of the Council if petitioned to do so by not less than one-third of the Branches in existence at the relevant date.

- c. Should the President fail, after the lapse of 21 days, to call a special meeting of the Council as provided for in (a) or (b) above, the Executive Committee shall call such meeting and the notice may be and signed by any member of the Executive Committee.
- d. Not less than 14 days' notice of such meeting shall be given.

### **PETITIONS FOR SPECIAL MEETINGS OF THE COUNCIL**

- 41. When a Special Meeting of the Council is called as a result of a petition from the Branches:
  - a. Such petition must state clearly the nature of the business proposed for discussion by the Special Meeting.
  - b. No other business shall be discussed at such Special Meeting.
  - c. Such Special Meeting shall be called within 21 days of the receipt of such a petition by the Executive Committee.

### **QUORUM AT MEETINGS OF THE COUNCIL**

- 42. The following provisions shall apply to quorums:
  - a. Only members of Council actually present at a meeting of the Council shall be counted as part of the quorum.
  - b. The quorum for transaction of business at a meeting of the Council shall be two-fifths of the Members of Council entitled to vote at such meeting.
  - c. If at any such meeting a quorum is not reached within one hour after the time appointed for the commencement of the meeting, the meeting should stand adjourned to a day, time and place to be decided by the Executive Committee.
  - d. If at such adjourned meeting a quorum is not present within one hour after the time appointed for the meeting, the Members of Council present shall form a quorum.

### **MOTIONS AND RESOLUTIONS AT MEETINGS OF THE COUNCIL**

- 43. The following provisions shall apply to motions of the Council:
  - a. No Member of Council shall be entitled to move motions for inclusion on the official agenda paper to be considered, discussed and voted on at meetings of the Council except with the approval of the relevant

Branch, Sector or the Executive Committee for which they are a Member of Council.

- b. Motions to alter or amend this Constitution –
  - i. shall be submitted in writing to the Chief Executive at least six weeks prior to the meeting at which it is to be moved;
  - ii. shall be circulated to Branches and Sectoral Divisions at least eight weeks prior to the meeting at which they are to be moved and subjected to a vote at the branches which result shall be conveyed to the Chief Executive at least seven days before the meeting;
  - iii. shall be placed on the agenda of the said meeting; and
  - iv. shall be considered and disposed of before any other motions are dealt with at the said meeting.
- c. All other motions –
  - i. shall be submitted in writing to the Chief Executive at least eight weeks prior to the meeting at which they are to be moved; and
  - ii. shall, subject to the provisions of Article 42(g), be placed on the agenda for that meeting.
- d. The Chairman shall allow discussion and voting on motions in respect of which the required notice has not been given if two-thirds of the Members of Council present at the meeting agree thereto, provided that this shall not apply to motions in terms of Article 42(b). All motions accepted by the Council, of which the required notice period has not been given, shall be treated as recommendations by the incoming Executive Committee.
- e. Only motions which are accompanied by such explanations and references to sources of information on the particular topics therein referred to as the Executive Committee may deem sufficient to promote a full and fair consideration of the matters in question, shall be accepted for discussion at the next meeting of the Council.
- f. Matters appearing on the official notice, agenda or program of business to be transacted at any meeting of the Council shall be disposed of before any additional matter is discussed. Matters of urgency may, however, be raised at any time at such meeting when a majority of not

less than two-thirds of the Members of Council present at the meeting is in favour of such matters being discussed.

- g. As early as possible after receipt of motions, the Executive Committee –
  - i. Shall reject such motions, which are not in accordance with this Constitution, unless such motions intend to alter or amend the Constitution;
  - ii. may discard motions, which are the same in principle as motions adopted by the Council during the preceding three years;
  - iii. shall consider and, where it may deem necessary, consolidate such motions (not being motions to alter or amend this Constitution) which are the same in principle or which have similar directives;
  - iv. shall classify all the motions (as consolidated); and
  - v. shall draw up an agenda or program of the intended proceedings of the meeting.
  - vi. Not less than 4 (four) weeks before a meeting of the Council, the Executive Committee shall send copies of the agenda, which shall include the full wording of all motions which are to be proposed, to all Branches and Sectoral Divisions.
- h. The Executive Committee shall execute all resolutions adopted at a meeting of the Council and their actions shall be reported to the next ensuing Annual General meeting of the Council.
- i. All resolutions adopted at a meeting of the Council to alter or amend this Constitution shall be submitted to the Registrar of Societies for approval according to the Societies Act.

#### **VOTING AT MEETINGS OF THE COUNCIL**

44. The following provisions shall apply to voting at meetings of the Council:
- a. Any motion involving an alteration or amendment to this Constitution shall be passed by the vote of two-thirds of all the members of the Council.
  - b. Motions other than those provided for in (a) above, arising at meetings of the Council shall be decided by a majority vote of members present when the motion is voted on.



- c. The Chairman of any meeting of the Council shall have a deliberative vote, and in the event of an equality of votes he/she shall, in addition to his/her deliberative vote, have a casting vote.
- d. Voting at all meetings of the Council shall be by a show of hands, unless any member demands a ballot or division.
- e. Any provision of this Constitution which regulates procedure at any meeting of the Council, or any provision of this Constitution which regulates time periods, notices to be given, or any other procedural requirement, or the failure to comply with any notice period, time period, or any other procedural defect may be waived, overruled, varied, or condoned, as the case may be, by resolution to that effect passed by not less than two-thirds of the members present when the motion is voted on.

#### **GENERAL PROVISIONS FOR MEETINGS OF THE COUNCIL**

- 45. All meetings of the Council shall be chaired by the President and in their absence The Deputy-President and in the absence of both, the Council shall appoint from amongst the members of the Executive Committee, a person to chair the meeting.
- 46. All proceedings of a meeting of the Council shall be published in as full a manner as possible in the Journal or any other official publication by the Society as soon as possible thereafter.
- 47. Any member of the Society who is not a member of Council shall be entitled to attend all Annual General Meetings of the Council but shall not be entitled to speak without the permission of the chairman, or to vote thereat.

#### **BRANCHES AND SECTORAL DIVISIONS OF THE SOCIETY**

- 48. All Full Members of the Society shall belong to Branches and may select Sectors which shall be constituted and have the powers herein after set forth.
- 49. Full Members of the Society shall be allocated to a Branch, which allocation shall be determined by the member's place of residence or employment.

- a. Members of the Society who are employed or reside in the geographical area ascribed to the Branches in Schedule I attached hereto shall be deemed to be members of such respective Branches, provided that where a member either resides or practices in an area of more than one Branch, the member shall be obliged to select the Branch which shall apply to their membership.
- b. The Council shall be entitled to determine the criteria and factors that shall determine the Branch in which the members shall exercise their rights of membership.

### **SECTORAL DIVISIONS:**

50. Each Full Member of the Society shall be entitled to select a principal Sectoral Division.
  - a) A member may elect to join an additional Sector provided that the relevant Sectoral Division has accepted the membership application of such member, and such member shall be obliged to pay an additional subscription to be determined in accordance with the provisions of the constitution or regulations of that Sectoral Division.
  - b) A member shall be entitled, on due notice to the Society, to elect to change his/her principal Sector and to resign from any additional Sector.

## **COMPOSITION OF BRANCHES AND SECTORAL DIVISIONS OF THE SOCIETY**

51. The following provisions shall apply as to Branches and Sectoral Divisions

### **Branches**

- a. Branches are comprised of all Members of the Society located in one of the geographical areas, as defined in Schedule I attached hereto.
- b. The Council shall have the power to amend Schedule I from time to time, provided that the Council shall not be entitled to exercise the aforesaid power unless it has furnished the relevant Branch with not less than three calendar months' notice of the intention to exercise the powers regulated by this Section, and has afforded the relevant Branch opportunity to submit oral or written representations either in

support of, or objection to the proposed redefinition or formation of a new Branch, as the case may be.

**Sectoral Divisions:**

- c. Sectoral Divisions are comprised of those Members of the Society who have selected inclusion in one of the Sectoral Divisions, as defined in Schedule II hereto. All Full Members of the Society shall be entitled to select inclusion in at least one of the Sectoral Divisions as listed in Schedule II.
- d. The Council shall have the power to define the composition and criteria of the said Sectoral Divisions and shall be entitled, from time to time, to amend, delete, or create further Sectoral Divisions.

**General Provisions as to Branches and Sectoral Divisions**

- e. Each Branch and Sectoral Division shall be governed and regulated by its own Constitution. Each Branch and Sectoral Division shall be obliged to submit its Constitution to the Executive Committee for ratification. The said Constitutions shall be in such form as the relevant Branch or Sectoral division shall reasonably require, save that the said Constitution shall not be inconsistent with or in conflict with the Society's Constitution. In the event that the Constitution of a Sectoral Division admits non-pharmacists as members, the said Constitutions will be required to provide that persons who represent such Sectoral Division on the Council shall be Full Members of the Society.
- f. The Constitution of each Branch and Sectoral Division shall provide that the Branch / Sector shall be a body corporate which shall hold its assets distinct from its members irrespective of any changes or fluctuation in membership, and for Sectoral divisions, shall be entitled to institute and defend any proceedings in its own name.
- g. The Constitutions of Branches shall regulate, *inter alia*, the selection of Branch representatives to serve on the Council.

- h. The Constitution of each Sectoral Division shall regulate, *inter alia*, the manner in which the Sector will exercise its rights at Branch and National levels.
- i. No Branch shall institute legal proceeding in its own name and no Sectoral division shall institute any legal proceedings without consulting the Legal and Ethics Committee and approval of the Executive Committee.

### **Objects and powers of a branch and Sectoral division**

52. The objects of each Branch and Sectoral Division shall be –
- a) to advance the interests of its members as are consistent with the Society's Constitution.
  - b) to carry out all the objects of the Society as reflected in Article 5 at Branch and Sectoral levels.
  - c) A Branch or Sectoral Division may, for the purpose of achieving its objects, exercise the powers set out in Article 6, *mutatis mutandis* on behalf of their members within the limits of their respective Constitutions as specified in the relevant regulations to this Constitution.

### **AUTONOMY OF BRANCHES AND SECTORAL DIVISIONS**

53. Subject to the provisions of this Constitution,
- a. each Branch and Sectoral Division shall be free to govern itself in such manner as it shall deem fit, and for that purpose to amend its Constitution and to make, alter or repeal Regulations from time to time as and when it shall consider it expedient save that all such amendments shall be subject to ratification by the Executive Committee.
  - b. The Constitution and Regulations so adopted or made by a Branch or Sectoral Division, and for the time being in force, shall be binding on members constituting the Branch or Sectoral Division, provided that the Constitution and Regulations shall be submitted for ratification by the Executive Committee on the recommendations of the Legal and

Ethics Committee. The Executive Committee shall ratify all such Constitutions and Regulations unless they are in conflict with this Constitution.

- c. Subject to the provisions of Article 56, all property, shares, monies and assets of any Branch or Sectoral Division shall at all times remain the sole property of that Branch or Sectoral Division.

### **Management and Control of Branches and Sectoral Divisions**

54. The affairs of:

- a. each Branch shall be managed by a Branch Executive Committee which shall be elected in accordance with its Constitution and Regulations as approved by the Executive Committee, or in absence of such a constitution and regulations, this Constitution *mutatis mutandis* and that the composition of the Branch Executive Committee provides for both geographic and Sectoral representatives from within the Branch, including but not limited to a mandatory representation of each county in the branch and provisions to ensure that not more than a third of the Committee is of the same gender.
- b. each Sectoral Division shall be managed by a Sectoral Executive Committee which shall be elected in accordance with its Constitution and Regulations as approved by the Council and that the composition of the Sectoral Executive Committee provide for representation of all the Sectoral Members from all the Branches. The composition of the Committee shall adhere to the gender rule in (a) above.
- c. The said Branch Committee shall have the power, subject to the approval of the Executive Committee, to make further Regulations for the carrying out of its functions and duties and the exercising of discipline.
- d. A Branch Committee shall hold office for the period from the date of its election until the date of the next election year as defined in Schedule IV.
- e. The election of Branch committees, timing and conduct of Branch meetings and duties of office bearers shall be in accordance with

general guidelines as specified for the Committees and Council in this Constitution, *mutatis mutandis*.

- f. Article 53 (c),(d) and (e) shall apply to Sectoral Divisions *mutatis mutandis*.

## **FINANCIAL ARRANGEMENTS FOR BRANCHES AND SECTORAL DIVISIONS**

55. (a) The financial year of a Branch and Sectoral Division shall be from 1 October to 30 September of the following year.
- (b) Six weeks before the date of the Annual General Meeting of the Council, the Treasurer of each Branch and Sectoral Division shall transmit to the Executive Committee copies of the Report and Financial Statement of the Branch or Sector respectively.

## **INACTIVE BRANCHES**

56. Should an Annual General Meeting of a Branch fail to elect a Branch Committee or should a Branch Committee be elected and thereafter become inactive, or should there be so great a diminution of members of a Branch that it is unable to function in terms of this Constitution, the Executive Committee may declare that Branch to be inactive, whereupon the Executive Committee shall have the power to transact the affairs of that Branch, including the power to appoint a member or members, preferably of that Branch, to represent that Branch on the Council.

## **LIABILITY OF BRANCHES ON DISSOLUTION OF THE SOCIETY**

57. In the event of the Society being dissolved, each Branch shall contribute in the liquidation of the liabilities and debts of the Society, such sum as shall be proportionate to the Society's total liability, being based on the ratio which the number of the Branch's members bears to the total membership of the Society at the date of dissolution.

## **DISPUTES**

58. In the event of a dispute the Executive shall establish –
- a. a Disputes Arbitration Committee; and/or

- b. a Disputes Facilitation Committee.
- c. Such a Committee shall be chaired by a Fellow.
- d. The reference of such disputes, the composition, functions, powers, and the conduct of the relevant Committee shall be specified in the Regulations.
- e. The decisions of the Dispute Arbitration/Facilitation Committee shall be final.

### **INCOME AND PROPERTY OF THE SOCIETY**

59. The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise, to the persons who at any time are or have been members of the Society, or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or employees of the Society or to any member of the Society or other person in return for any services actually rendered to the Society.

### **MONIES ACCRUING TO AND PAYABLE BY THE SOCIETY**

60. The following provisions shall apply to all finances of the society:
- a. All monies accruing to the Society shall be payable to the Society and shall be deposited at a registered banking or financial institution to be decided by the Executive Committee.
  - b. All amounts necessary to be disbursed as petty cash, expenses, salaries, rents and other periodical payments shall be paid according to procedures and documented in the format to which the Honorary Treasurer agrees.
  - c. All payments due by the Society shall be paid in such manner and form, as the Honorary Treasurer in consultation with the Executive Committee shall decide from time to time. As far as possible, payment shall be effected in accordance with current and updated banking practice as supplemented by technological advances, including mobile money payment services.

- d. The accounts of the society shall have at least three signatories, with the Chief Executive Officer being a mandatory signatory.

### **FINANCIAL YEAR**

- 61. The financial year of the Society shall be from the 1st day of October of the one year to the 30th day of September of the following year.

### **AWARDS AND DISTINCTIONS**

- 62. Save as may otherwise be provided in the Regulations, awards and distinctions may be bestowed by the Council on recipients at such dates, venues or functions as may be appropriate.

### **AMENDMENT OR RESCISSION OF REGULATIONS**

- 63. The following provisions shall apply to amendments or rescission of regulations:
  - a. Any Regulation made by the Executive Committee shall remain in force unless amended or rescinded by a subsequent resolution of the Executive Committee, provided that such resolution has been passed by not less than two thirds of the Executive Committee who are present and who vote on the resolution.
  - b. Regulations may also be amended or rescinded by resolution of either the Annual General Meeting or any special meeting of the Council, provided that such resolution has been passed by not less than two-thirds of members who are present and who vote on the resolution.
  - c. Any proposal or motion by the Executive Committee to amend the regulations shall only be considered if such proposal or motion has been circulated to the Executive Committee at least 30 days before the meeting at which such proposal or motion will be considered.

### **AMENDMENT**

- 64. The following provisions shall apply to the amendment of this Constitution:
  - a. The motion to amend this Constitution shall be submitted by the Executive Committee or a Branch to the members at least fourteen days before a General Meeting and shall require that the resolution is carried by not less than two-thirds of the members who constitute a quorum.



- b. The quorum for such a meeting shall be two-thirds of all the members of the Society. If no quorum is obtained in the first meeting, the motion to amend this Constitution 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 fourteen days before the date of the meeting and the quorum shall be the members present.
- c. The notice of such a motion shall set out the proposed motion of amendment in full and the effect of it and shall state clearly the special reasons for the proposed amendment.
- d. The approved amendment shall be submitted to the Registrar, signed by three officials of the Society together with the minutes of that meeting.

## **DISSOLUTION**

65. The following provisions shall apply to the dissolution of the Society:
- a. The Society shall only be dissolved if a resolution to such effect has been submitted either by the Executive Committee or a Branch and in respect whereof not less than fourteen days shall have been given and has been passed at a General Meeting of the whole society which has been convened specifically for that purpose, and provided further that the resolution is carried by not less than two-thirds of the members who are present and vote at the said meeting.
  - b. The quorum for such a meeting shall be two-thirds of all the members of the Society. If no quorum is obtained in the first meeting, 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 fourteen days before the date of the meeting and the quorum shall be the members present.
  - c. The notice of such resolution shall set out the proposed resolution in full and the effect of it and shall state clearly the special reasons for the proposed dissolution.

- d. The approved resolution shall be submitted to the Registrar, signed by three officials of the Society together with the minutes of that meeting.
- e. If the Society is dissolved all its assets remaining after the settlement of its liabilities shall be given or transferred to some other company, society or association with objects similar to those of the Society.

### **OFFICIAL VERSION**

- 66. This Constitution may be translated into any official language, but in the event of any inconsistency, conflict or dispute, the signed English version of the Constitution shall prevail.

### **TRANSITIONAL PROVISIONS AND IMPLEMENTATION**

- 67. Notwithstanding anything herein contained, this Constitution shall not come into effect until the existing National Council certifies that members of the Society have in the manner in which the National Council may require for the purposes hereof, selected a Sectoral Division or have been allocated a Sectoral Division, as the case may be. For these purposes the National Council is empowered to frame such necessary Regulations and to make such necessary arrangements as may be required to give effect to the purposes hereof.
- 68. All Regulations in force and effect immediately prior to the adoption of this Constitution shall, *mutatis mutandis*, remain in full force and effect until either amended or rescinded as herein provided for.
- 69. Notwithstanding anything to the contrary herein contained, this Constitution may be further amended by the National Council in consultation with the Legal and Ethics Committee at any time prior to approval by the Registrar of Societies, provided expressly that: -
  - a. no such amendment shall be made unless the National Council has received confirmation from the Society's legal advisers that such further amendment is not inconsistent with the objects of the Society and is necessary for the achieving of the objects of the Society;
  - b. the National Council has given the Branches and Sectoral Divisions at least fourteen days' prior written notice of its intention to further

amend the Constitution as well as the reasons for the said amendment; and

c. after the said amendment has been effected, the National Council shall forthwith notify each of the Branches and Sectoral Divisions of the said amendment to the Constitution.

70. Notwithstanding anything herein contained, the National Council elected at the Annual General Meeting of the Society during 2011, shall, until the Elections held under this Constitution are held and shall be the Executive Committee of the Society under this Constitution. A representative of each of the Sectors as listed in Schedule II, will be entitled to attend meetings of the National Executive Committee and shall have full voting rights at such meetings, provided that such representatives are Full Members of the Society. The Executive Committee shall further be entitled to co-opt, after consultation with the Sectoral Divisions, such additional members as may be required to complete the composition of the Executive Committee as contemplated with the rights, powers and duties set forth in this Constitution.

71. Until after the first elections under this Constitution:

- a. the functions of the Executive Committee shall be carried out by the National Council
- b. the functions of the Council shall be carried out by a body constituted as follows:
  - i. The National Council
  - ii. Chairpersons of Branches in existence
  - iii. Chairpersons of Standing Committees and
  - iv. Chairpersons of HOPAK and FPM

72. The provisions of Article 17 are suspended until after the first elections held under this constitution.

### **REPEAL**

73. The Constitution of the Pharmaceutical Society of Kenya, 2006 is hereby repealed.

**SCHEDULE I:  
List of Branches**

1. Nairobi Branch comprising of Nairobi City County
2. Coast Branch comprising of Mombasa, Kwale, Kilifi, Tana River, Lamu and Taita Taveta Counties.
3. Upper Eastern Branch comprising of Garissa, Wajir, Mandera, Marsabit, Isiolo, Meru, Tharaka-Nithi and Embu Counties.
4. Lower Eastern Branch comprising of Kitui, Makueni and Machakos Counties.
5. Central Branch comprising of Nyeri, Nyandarua, Muranga, Kirinyaga and Kiambu Counties.
6. North Rift Branch comprising of Turkana, West Pokot, Samburu, Trans Nzoia, Uasin Gishu, Elgeyo Marakwet, Nandi and Baringo Counties.
7. South Rift Counties comprising of Laikipia, Nakuru, Narok, Kajiado, Kericho and Bomet Counties.
8. Western Branch comprising of Kakamega, Vihiga, Bungoma and Busia Counties.
9. Nyanza Branch comprising of Siaya, Kisumu, Homa Bay, Migori and Nyamira Counties.

**SCHEDULE II:  
Sectoral Divisions**

1. Hospital and Institutional Pharmacy Sector
2. Industrial Pharmacy Sector
3. Academia and Research Sector
4. Community Pharmacy Sector

**SCHEDULE III:  
Standing Committees**

1. Education/Publications Committee
2. Legal/Ethics Committee
3. Investment Committee
4. Public Relations & Social Committee
5. Committee of Fellows

**SCHEDULE IV:  
Elections Regulations**

1. These regulations may be cited as the “PSK Elections Rules and Regulations”
2. There’s established a National Elections Board of the Pharmaceutical Society of Kenya, which shall be constituted by the Council by the end of June in every election year as follows:
  - a. Chairperson who shall be an advocate of good standing with at least 10 years’ experience and a good understanding of modern technology.
  - b. An IT expert
  - c. An Auditor
  - d. 2 Pharmacists with good knowledge of IT/Mobile technology and who shall not be sitting members of the NGC, one of whom shall be nominated as the Secretary.
3. The National Elections Board:
  - a. Shall have the absolute control over the conduct of elections for National Elections, including supervisory role over Branch elections for the Council
  - b. Shall have power to allocate the number of additional Council Members to the Council as per Section 35(g) of this Constitution.
  - c. Shall in consultations with the Chief Executive, prepare a budget for the elections for presentation to the Council for approval; and once approved, the Executive Committee shall ensure the money is availed when needed.
  - d. May sub-contract any clerical part of their functions to a Business Processing Company.
  - e. Shall ensure that whatever voting method or combination of methods is used, the system(s) is simple, accurate, verifiable, secure, accountable and transparent;
4. The National Elections Board shall notify members of the Society of the vacancies available for elections and the qualifications for those vacancies not later than 15<sup>th</sup> of July in the Election year and avail nomination papers for the same.

5. Duly filled Nomination papers issued in (5) above shall be returned not later than 8<sup>th</sup> of August in the Election Year.
6. The National Elections Board shall notify the members of the Society of the persons duly nominated for the various positions not later than the 15<sup>th</sup> of August.
7. Members shall be required to choose their preferred mode of voting and notify the Elections Board not later than 22<sup>nd</sup> of August in the election year and that choice shall not be varied after the deadline. The methods shall include be any of the following:
  - a. Electronic Mail through the E-Mail address in the Register of Members
  - b. SMS voting though the Mobile Phone Number in the Register of Voters
  - c. Online via a website designed and maintained by the Board.
  - d. Via Registered Mail.

#### QUALIFICATION FOR ELECTION

8. For a person to qualify for election under this Constitution;
  - a. He/she must be a duly paid-up member with no arrears in subscription.
  - b. He/she must be a sitting member of the National Executive for election to the positions of President, Deputy President and Honorary Treasurer.
  - c. He/She must be a sitting member of the Branch Executive Committee for all the positions under 35(g)
  - d. He/she must have been nominated by the following:
    - i. For ordinary members of the Council, at least 2 members each from every County in his/her Branch, one of whom shall be a sitting member of the Branch Executive Committee;  
Provided that for Nairobi Branch, a list of ten nominees shall be sufficient.
    - ii. For National positions, two sitting members of the Council and in addition at least five people in at least half of the Branches.
    - iii. The persons nominating candidates in (i) and (ii) above must be fully paid-up members of the Society.

- e. Every nomination shall specify the full names, registration number, postal address, e-mail address and mobile phone number of the candidate, the year and nature of his/her basic qualification leading to his/her registration as a Pharmacist, the year and nature of any office in the Society previously held by him/her, the place in which he/she ordinarily practices and the office for which he/she is nominated and shall contain, or be accompanied by, the candidate's consent in writing to serve if elected.
  - f. Every nomination shall be submitted on a form to be supplied by the secretary and no nomination shall be withdrawn after the latest date for nomination.
  - g. Every nomination shall be accompanied by a Nomination Fee as shall be determined from time to time by the Council.
9. Ballot papers, in whatever form shall be sent or availed to the members of the Society not later than the last Wednesday of September and voting shall take place for a period of seven days or until midday on the first Wednesday of October.
10. In determining the form of ballot papers, the Elections Board shall endeavour to use as much modern technology as possible, including but not limited to:
- a. Online voting
  - b. Electronic-Mail ballots
  - c. SMS voting
11. The methods used above must ensure the secrecy and sanctity of the vote.
12. The counting and tallying of votes shall commence at midday on the first Wednesday of October.
- a. The offices of the Society shall serve as the tallying centre for the elections and for that day, shall be under the control of the Chairperson of the National Elections Board.
  - b. All candidates shall be allowed to have one agent at the Tallying Centre.
  - c. Tallying shall be done in this order:

- i. Physical ballot papers delivered by registered mail
    - ii. Electronic Mail ballot papers
    - iii. SMS Votes
    - iv. Online Votes
  - d. Any candidate, through their agent, is allowed one opportunity to ask for a re-count or re-tallying of the votes and the results of the recount or re-tallying shall be final.
  - e. The person with the highest number of votes for the respective seat shall be declared the winner.
  - f. The Chairperson of the Board shall record, sign and issue a Certificate of Election to the Candidates declared under (e) above.
13. The process of elections and the timelines above shall be applied *mutatis mutandis* to all elections under this constitution including all Branch elections and elections to the positions under Article 35(g)
14. The members elected in these elections:
- a. For Branch Elections, shall be sworn in and inaugurated on the third Friday October.
  - b. For National Election, shall be sworn in and inaugurated at the Annual General Meeting or on the last Friday of October in that year.
15. Provisions of Sections 8 (b) and (c) are suspended until after the first elections under this Constitution.

## **SCHEDULE V:**

### **APPOINTMENT OF STANDING COMMITTEE MEMBERS**

1. At the beginning of October in every election year, the outgoing Executive Committee shall call for applications for the available Standing Committees.
2. Membership to the Standing Committees shall be open to all paid up Full Members of the Society.
3. The list of applicants shall be tabled by the Chief Executive to the first meeting of the Executive Committee for deliberations.



4. The Executive Committee shall shortlist either a minimum of Seven or a maximum of Nine names for submission to the first sitting of the Council for deliberation and appointment.
5. The President shall convene a meeting of each standing committee within Seven days of their appointment which shall be overseen by any member of the Executive Committee who shall have taken over office.
6. At the first sitting of each Standing Committee, the committee shall elect a Chairperson and Secretary.
7. The elected Chairman shall take over the running of the Committee and forthwith represent the Committee in the Council.

**SCHEDULE VII:  
FELLOWSHIP AWARDS**

Every year, on the recommendations of the Committee of Fellows, the Executive Committee shall forward the name of persons to be conferred fellowships to the Council, which on behalf of the Society shall approve the nominations for the Fellowship Awards.

1. A full member who has rendered distinguished service to the society or in the field of pharmacy or who has made outstanding original contribution to the advancement of pharmaceutical knowledge or who has attained exceptional proficiency in a subject embraced by or related to the practice of pharmacy may be awarded and designated as a Fellow of the Pharmaceutical Society of Kenya.
2. The fellowship shall be awarded on the recommendation of the Committee of Fellows to the Executive Committee, based on the biographical profile of the nominated members as submitted by a colleague member and supported by two other members.
3. Fellows shall hold the title at the pleasure of the Society and fulfil or observe any requirements as may be deemed necessary.
4. Fellows may ascribe the acronym FPSK after their names.

## **NOMINATION PROCEDURE TO FELLOWSHIP AWARD**

Any member who is of good standing with PSK for at least fifteen years is entitled to nominate not more than one member in a year for fellowship.

The nominated member must have met the following criteria:

1. Has been a member of the Society of good standing for at least ten years but consideration may be given to candidates with exceptional performance.
2. has made outstanding contribution throughout his/her career to the profession of pharmacy.
3. has actively contributed in the activities organised by PSK.

There shall be a form to be filled for nomination to Fellowship which shall have information deemed necessary for evaluating the application but shall include at least a biographical profile of the nominee and a short justification for the nomination.

4. The nomination must be supported by two other members of the Society, at least one of whom shall be a fellow of the Society, or four other full members in the absence of a fellow. Supporting members may wish to add their own justification for recommending the nomination after the proposer.
5. The nomination papers need not include any consent letter from the nominee. Biographical profile of the nominee shall give clear details of the achievements made by the nominee. Hon. National Secretary of PSK reserves the right to obtain any clarification, either directly from the nominees or from any of the supporting members.
6. All information shall be treated in confidence.
7. Nominations for awards may be made post-humus.
8. A former Chairperson or President of the Society, who satisfactorily finished their term in office, shall be eligible for fellowship by virtue of having been a Chairperson unless there is compelling evidence against the award.
9. The decisions made by the Council shall be final.