

THE SOCIETIES ACT (CHAPETR 108)

CONSTITUTION AND RULES

OF

DERMATOLOGY AND VENEREOLOGY SOCIETY
OF AFRICA

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REGISTERED THIS ...21ST ... DAY OF ...DECEMBER..... 2015

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1. NAME

The name of the Society shall be Society is **DERMATOLOGY AND VENEREOLOGY SOCIETY OF AFRICA** (in this constitution referred to as “the Society”).

2. OBJECTS

- (a) To advance the speciality of dermatology in all its aspects in Sub Sahara through didactic and continuing education of medical and paramedical personnel.
- (b) To promote high standards of research in dermatology and allied discoveries made thereof.
- (c) To promote disease control programmes in dermatology and allied disciplines in Africa and encourage collaborative efforts at regional and international levels.
- (d) To promote the highest standards of clinical practice, professional conduct and ethical principles in the practice of dermatology in Africa
- (e) To foster co-operation and unity amongst dermatologists and allied scientists in Africa.
- (f) To promote co-operation with international organizations and agencies sharing similar principles and goals.
- (g) To advice member states in policy development related to specialities.

3. MEMBERSHIP

- (a) A person of either sex over the age of eighteen (18) years shall be eligible for membership of the Society and shall subject to the approval of the Committee, become member on payment of an non-refundable entrance fee.
- (b) A person shall qualify for membership in one of the following categories:-
 - i) Ordinary Member shall be a medical graduate with recognized postgraduate training and in possession of qualifications or attainments in dermato-venerology, living and practicing in Sub-Sahara Africa.

Ordinary members shall have full rights and obligations of the Society and may join the Society directly or through their mother associations.

- ii) Associate Member shall be a medical graduate without postgraduate training in dermatology and/or allied subjects, dermatopathologists, leprologists, allergologists, nurses, medical auxiliaries, technologists and other scientists with interest in dermatology provided that the professional body, of which they are members, does not object. Associate members shall have all rights and obligations BUT shall not hold office nor shall they be entitled to vote at meetings.
 - iii) Non-Resident Member shall be a qualified dermatologist and/or other medical scientists with recognized qualifications living and practicing outside Africa. Non-resident members shall have full rights and obligations BUT shall not hold office nor shall they be entitled to vote at meetings or enjoy membership of any other bodies to which the Society is affiliated.
 - iv) Honorary Member shall be a person who has contributed greatly to the advancement of dermatology or whose work has been of great importance in Africa especially from a socio-dermatological standpoint. Honorary members shall be limited in number. The Committee may confer honorary membership of the Society on any person considered worthy of this honour, whether medically qualified or not. They shall be entitled to full rights and obligations BUT shall not hold office or vote at meetings but may take part in discussions. They shall be absolved from financial obligation to the Society.
 - v) Society Members shall be other Societies, Organizations and Associations in Africa with similar aims and objects involved in advancement of dermatology or related disciplines in Africa. They shall not hold office or have voting rights.
 - vi) Life Members shall be members who have reached the age of 70 years. Such members shall enjoy all the benefits of the Society including voting rights, but will be absolved from financial obligation to the Society.
- (c) Every member shall pay an annual subscription not later than the 31st day of March of the prevailing year as follows:
- i) Ordinary members - Kshs. 5000/- (or equivalent in any currency)
 - ii) Associate members - Kshs. 3000/- (or equivalent in any currency)
 - iii) Non-resident members - Kshs.10000/- (or equivalent in any currency)
 - iv) Society members - Kshs. 30,000/- (or equivalent in any currency)
- (d) Any member who falls into arrears with the annual subscription for two consecutive years shall automatically cease to be a member of the Society and his name shall be struck off the register of members. The Committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.

- (e) Any member desirous of resigning from the Society shall submit his resignation to the Secretary, which resignation shall take effect from the date of receipt by the Secretary of such notice.
- (f) Any member may be expelled from membership if the Committee so recommends and if a general meeting of the Society shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that his conduct has adversely affected the reputation or dignity of the Society, or that he has contravened any of the provisions of the Constitution of the Society. The Committee shall have power to suspend a member from his membership until the next general meeting of the Society following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsions to be considered.
- (g) Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time.

4. OFFICE BEARERS

- (a) The office bearers of the Society shall be:
 - i) The Chairman
 - ii) The Vice Chairman
 - iii) The Secretary
 - iv) The Assistant Secretary
 - v) The Treasurerall of whom shall be fully paid-up members of the Society and shall be elected at the annual general meeting to be held in each year. (See also rule 6 (c) below).
- (b) All office bearers shall hold office from the date of election for a term of two (2) years subject to the conditions contained in sub-paragraphs (c) and (d) of this rule but shall be eligible for re-election.
- (c) Any office bearer who ceases to be a member of the Society shall automatically cease to be an office bearer thereof.
- (d) Office bearers may be removed from office in the manner laid down for expulsion of members in rule 3(f) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

5. DUTIES OF OFFICE BEARERS

- (a) Chairman - the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Committee and at all general meetings. The Chairman shall preside over the opening and closing

session of Conferences of the African Society of Dermatology and Venereology and other major Conferences organized by the society.

- (b) Vice-Chairman - the Vice- Chairman shall assist the Chairman in all matters relating to the Committee and Annual General Meeting and discharge such duties as shall be delegated to him/her by the Chairman or when the Chairman is absent. In case of death or total disability of the Chairman before expiry of his term, the Vice-Chairman shall succeed to that office.
- (c) Secretary - the Secretary shall deal with all the correspondence of the Society under the general supervision of the Committee. In cases of urgent matters where the Committee cannot be consulted, the Secretary shall consult the Chairman or if he is not available, the Vice-Chairman. The decisions reached shall be subject to ratification or otherwise at the next Committee meeting. The Secretary shall issue notices convening all meetings of the Committee and all general meetings of the Society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Society and of the Committee.
- (d) Assistant Secretary - the Assistant Secretary shall assist the Secretary in all matters related to the society and shall carry out such duties as shall be delegated to him/her by the Secretary. The Assistant Secretary shall deputize for the Secretary during his absence. In case of death or total disability of the Secretary, the Assistant Secretary shall succeed to the office of the Secretary and shall convene an Extra Ordinary General Meeting to elect the Secretary within six months of the date of ascension.
- (e) Treasurer - the Treasurer shall receive and shall also disburse, under the directions of the Committee, all moneys belonging to the Society and shall issue receipts for all moneys received by him/her and preserve vouchers for all moneys paid by him/her. The Treasurer is responsible to the Committee and to the members that proper books of account of all moneys received and paid by the Society are written up, preserved and available for inspection.

6. THE COMMITTEE

- (a) The Committee shall consist of all the office bearers of the Society and three (3) other members elected at the annual general meeting; such Committee members shall hold office for a term of two (2) years and shall be eligible for re-election.
- (b) The Committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.
- (c) Any casual vacancies for members of the Committee caused by death or resignation shall be filled by the Committee until the next annual general

meeting of the Society. Vacancies caused by members of the Committee removed from office will be dealt with as shown in rule 4 (d).

7. DUTIES OF THE COMMITTEE

- (a) The Committee shall be responsible for the management of the Society and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties.
- (b) The Committee shall have power to appoint such sub-Committees as it may deem desirable to make reports to the Committee upon which such action shall be taken as seems to the Committee desirable.
- (c) All moneys disbursed on behalf of the Society shall be authorized by the Committee except as specified in rule 12 (d).
- (d) The quorum for meetings of the Committee shall be not less than two-thirds of the members.

8. GENERAL MEETINGS

- (a) There shall be two classes of general meetings - annual general meetings and special general meetings.
- (b)
 - (i) The annual general meeting shall be held no later than the 21st day of March of each year. Notice in writing of such annual general meetings, accompanied by the annual statement of account (see rule 11 (b)) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meetings and, where practicable, by Press advertisement not less than 14 days before the date of the meetings.
 - (ii) The agenda for any annual general meeting shall consist of the following:
 - a) Confirmation of the minutes of the previous annual general meeting.
 - b) Consideration of the accounts.
 - c) Election of office bearers and the Committee members (and Trustees where necessary in accordance with rule 10 (c)).
 - d) Appointment of Auditors in accordance with rule 11 (a).
 - e) Such other matters as the Committee may decide or as to which notice shall have been given in writing by a members or members to the Secretary at least four weeks before the date of the meeting.
 - f) Any other business with the approval of the Chairman.

- (c) A special general meeting may be called for any specific purpose by the Committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by Press advertisement not less than 7 days before the date of such meeting.
- (d) A special general meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than one third of the members and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 8 (c) and no matter shall be discussed other than that stated in the requisition.
- (e) Quorum for general meetings shall be not less than two thirds of the registered members of the Society.
- (f) Each ordinary member shall be entitled to one vote., and no member shall be entitled to vote by proxy. In case of a tie, the Chairman shall have a casting vote.
- (g) All elections shall be by way of secret ballot unless another method is specifically requested by a majority of the members present.

9. PROCEDURE AT MEETINGS

- (a) At all meetings of the Society the Chairman, or in his absence, the Vice-Chairman, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- (b) The Chairman may at his discretion limit the number of persons permitted to speak in favour of and against any motion.
- (c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second or casting vote.

10. TRUSTEES

- (a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Society shall be vested in the names of not less than three (3) Trustees who shall be members of the Society and shall be appointed at an annual general meeting for a period of three years.
- (b) On retirement such Trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the Trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
- (c) The Trustees shall pay all income received from property vested in the Trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the Trustees is necessary or desirable shall be reported by

the Trustees to the Committee which shall authorise expenditure of such moneys as it thinks fit.

11. AUDITOR

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

12. FUNDS

The funds of this society shall consist of:-

- (i) Annual subscriptions fees;
 - (ii) Subventions from mother state governments and bilateral agencies;
 - (iii) Any surplus resulting from operations of the society;
 - (iv) Any donations, grants and/or gifts from other bodies and individuals;
and
 - (v) Funds obtained from other lawful miscellaneous sources.
- (a) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him in the name of the Society in any bank or banks approved by the Committee.
 - (b) No payments shall be made out of the bank account without a resolution of the Committee authorizing such payment and all cheques on such bank account shall be signed by the Treasurer and two other office bearers of the Society who shall be appointed by the Committee.
 - (c) A sum not exceeding Kshs.100,000 /- may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
 - (d) The Committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.
 - (e) The financial year of the Society shall be from 1st January to 31st December.

13. BRANCHES

Branches of the Society may be formed with the approval of the Committee and the Registrar of Societies and they will adopt the same Constitution as that of the headquarters with the following exception:

- (a) The aims and objects will not include the formation of branches.
- (b) Amendments to the Constitution can only be made by the headquarters of the Society in accordance with the provisions of rule 14.
- (c) The provisions of rule 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

14. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution of the Society must be approved by at least a two-thirds majority of members at a general meeting of the Society. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

15. DISSOLUTION

- (a) The Society shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). If no quorum is obtained, the proposal to dissolve the Society shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Society at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- (b) Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.
- (c) When the dissolution of the Society has been approved by the Registrar, no further action shall be taken by the Committee or any office bearer of the Society in connection with the aims of the Society other than to get in and liquidate for cash all the assets of the Society. Subject to the payment of all the debts of the Society, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

16. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and a list of members of the Society shall be available for inspection at the registered office of the Society by any officer or member of the Society on giving not less than seven (7) notice in writing to the Society.