

# CONSTITUTION AND RULES OF KENYA PROGRESSIVE NURSES ASSOCIATION

(K.P.N.A.) 2013.



**MOTTO: Harmony in nursing the professional cure.**

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## **PREAMBLE**

**WE** the Kenya progressive Nurses Association Members (KPNA)

**ACCEPTS** the supremacy of the KPNA constitution:

**MOTTO:** Harmony in nursing the professional cure:

**VISION:** To be a leading Association in members' welfare and service provision:

**MISSION:** We exist to promote social economic wellbeing of members through resource mobilization, training and collaboration with partners:

**WE ADOPT, ENACT** and give this KPNA Constitution to ourselves and to our future generations.

**WE UNDERTAKE** to adhere to this constitution by implementing, respecting and not diverging from it so as to achieve the members' welfare and quality Nursing services in Kenya.

## **SECTION 1: NAME AND REGISTERED OFFICE**

a) The Welfare Association constituted by these by-laws (rules) shall be known as the Kenya Progressive Nurses Association (K.P.N.A.) herein referred to as “The Association.”

b) The registered office of the Association shall be situated within Nairobi City Upper Hill along lower Hill Road, Duplex Apartments, P.O Box 36765-00200 Nairobi. Telephone No.2728868. Fax 2728868 Mobile 0708414299. Website: [www.kpna.or.ke](http://www.kpna.or.ke), email: [secretariat@kpna.or.ke](mailto:secretariat@kpna.or.ke) which shall be the meeting place for conducting the business of the Association.

## **SECTION 2: DEFINITIONS**

**1. National Executive Council (NEC):** The national elected officials plus regional coordinators and one member, who are responsible for the management of the affairs of the association and exercise control over the individual officials of the association.

**2. Annual General Meeting (AGM):** The supreme authority of the association.

**3. Governing Council (GC):** The Governing body of the association

**4. National Official (NO):** Elected holder of a national office.

**5. Association** A group of people who are gathered together with a common goal and interest.

**6. Member** A nurse who ascribes to the groups (KPNA) norms/practices.

**7. Conference/Meetings** Convergence of members to discuss matters pertaining to the Association.

**8. Branch**

A duly constituted unit of the association with elected officials.

**9. Patron**

A person of high integrity, influences in society, has interest into the Association matters and can thus act on good will for the Association if prevailed upon to do so.

**10. Honorary Member**

A person given the chance to be part of the Association by virtue of past commendable actions towards the Association or is just privileged by the Association and does not necessarily have to pay any monthly contribution.

**11. Committee**

A group of officials or members mandated by the Association to undertake such matters as pertain to the Association that may require diligent attention.

**12. Trustee**

A person nominated by the Executive Committee and shall be vested with care of the Association Assets at all times.

### **13. Student Member**

This is a person indexed by the Nursing Council of Kenya (NCK) to undertake a nursing course at a Registered Training Institution.

### **14. Special general meeting**

This is a meeting (special) requested by a member(s) or a certain branch to the branch or national office.

## **SECTION 3: OBJECTIVES**

THE OBJECTIVES OF THE ASSOCIATION SHALL BE:

a) To act as the representative body of the Progressive Nurses in whatever circumstances that may arise.

b) To promote nursing and maintain the honor, interest and practice of all aspects of the profession as these pertain to Progressive Nurses in Kenya irrespective of nationality race, color, greed, politics, sex or social status.

c) To promote co-operation between the Association, Governmental and Non-Governmental Organizations, National and International Professional Bodies and Communities.

d) To establish and maintain funds by means of entrance fee, voluntary contributions, subscriptions, levies and by borrowing on such security and such terms as may from time to time be arranged by the Governing Council.

e) To endeavor to provide and seek facilities for members to obtain training and acquire skills in the professional work.

- f) To seek and obtain legal advice and any other assistance on any matter affecting the Association or for protecting the rights of a member or members on matters arising out of Nursing profession/practice. Provided that the National Executive Committee shall have the sole right to decide whether or not such legal advice or assistance is in the best interest of the Association or members concerned.
- g) To collect and circulate among members of the Association such statistical and other information concerning all matters affecting the Association and print, publish and issue papers, periodicals, books, circulars and other literature as may seem conducive or any of these objects.
- h) To assist whenever possible KPNA members who by reason of adversity or ill health are in need of help, including funeral expenses of a member, his spouse or children to a maximum of fifteen thousand (15000) as it may be reviewed from time to time as approved by NEC.
- i) To acquire either by purchase, lease or otherwise any movable or immovable property or other assets and sell, let, mortgage or charge or otherwise with or dispose movable or immovable property belonging to the Association.
- j) Propagate quality, accessible, affordable and equitable health care in conjunction with other interested bodies through periodic association meetings primary health

care in conjunction with other interested bodies through periodic association meetings, seminars, conferences, symposia and courses for professional educational and social purposes.

k) To safeguard Nursing Professionals against unqualified practitioners/quacks.

l) To maintain an up to date register as in section 4(i) a, b (ii, iii) a, b, c.

m) To do all such other lawful things as may from time to time be conducive to the attainment or furtherance of the above objectives.

n) Participate in continuous medical education at all levels and participate in nursing research.

## **SECTION 4: MEMBERSHIPS**

### **(i) GENERAL MEMBERSHIP**

(a) Membership of the Kenya Progressive Nurses Association shall be open to nursing Professionals in the nursing practice provided such a nurse is enrolled/registered and licensed and are above the age of sixteen years (by whatever description whether Plain Enrolled Nurse, Enrolled Community Nurse, Psychiatric Nurse, Theatre Nurse, Midwife, Registered Nurse, BSc Nurse or PHD holder Nurse.) all members will have equal rights and obligations.

(b) Every eligible person shall be required to pay an entrance fee of Kshs. 200/= on application for membership and thereafter on being accepted, a monthly subscription of Kshs. 250/= on the first day of every month, or in advance for a maximum period of twelve months then subsequent monthly period as may be deemed necessary by the Governing council, subject to the approval by the AGM. Entrance fee and subscription shall be amended from time to time.

### **(ii) STUDENT MEMBERSHIP**

Shall be open to any student nurse who is indexed by the Nursing Council of Kenya upon payment of entry fee of Kenya shillings 200/=

### **(iii) HONORARY MEMBERSHIP**

a) Honorary membership may be conferred on any person who on the opinion of the Annual General Meeting has rendered outstanding service to the cause of the Association. Such Honorary membership shall not carry any right to vote on any matter and shall not be eligible to hold any office of the Association.

b) Any member may propose, in writing, to the Governing council, the name of not more than one person for consideration for Honorary Membership of the Association provided, any name for such consideration.

c) Honorary membership may be conferred only with the majority approval of the Annual General meeting.

d) Honorary members shall be consulted on any matters pertaining to the Association from time to time.

(iv) Resignation Any member willing to resign from the Association shall do so upon notifying the National Secretary in writing through the Branch Secretary not less than ninety (90) days period. The member shall complete the prescribed resignation form which will be designed by the National Executive Council

## **SECTION 5: DISCIPLINES**

(a) A member may be suspended or expelled from the Association as may be determined by the National Executive Council if:

(i) He/she, within fourteen days of demand in writing by The National Secretary, fails to pay subscriptions which are more than thirteen weeks in arrears or,

(ii) He/she infringes any of the terms of this constitution or acts in a manner which is detrimental to the interests of the Association.

(b) Provided that any member suspended or expelled shall have the right to appeal against such suspension or expulsion to the Governing Council following such action by the National Executive Council. Notice of an appeal shall be forwarded or handed to the National Secretary in writing within fourteen days (14) of the date on which he has received not less that seven (7) days notice in writing.

Such notice shall include details of the allegations with which the member is accused of.

(c) A member who has appeared before the National Executive Council in accordance with sub section (b) above shall, if he/she is dissatisfied with the decision of the National Executive Council, and has lodged an appeal in the manner provided, has the right to re-state his/her case at the Governing Council meeting when the matter shall be considered.

d) A member attending meetings of the National Executive council, or Governing Council meeting as per section (a) and (b) above, shall be entitled to call a witness(s) if any to support his/her case.

(e) Any decision taken by the National Executive Council to suspend or expel a member shall be reviewed when an appeal has been lodged in the Governing Council Meeting.

(f) Upon expulsion of a member, all monies due to the Association by such member shall become payable. If payment is not made within fourteen days, the National Executive Council may take such steps as it considers necessary to secure settlement.

(g) A member shall cease to be entitled to any of the benefits of membership including rights to vote and to hold office if:

(i) The subscription or other charges due by him/her to the Association are more than

Thirteen weeks in arrears or

(ii) During any period while he/she is under suspension as per constitution.

(h) Any member willing to resign from the Association shall do so upon notifying the National Secretary in writing through the Branch Secretary not less than ninety (90). The member shall complete the prescribed resignation form which will be designed by the Governing council as per Section 4(iv) of this constitution.

## **SECTION 6: MEETINGS AND CONFERENCES**

### **A. ANNUAL GENERAL MEETING**

i) The Annual General Meeting shall be the supreme authority of the Association and shall be held annually at such an hour, place and day as per the calendar.

ii) The Annual General Meeting shall be convened by the National Secretary by giving eight weeks notice in writing to each branch of the Association.

iii) The Annual General Meeting shall be composed of the National Chairman, 1st and 2nd Vice Chairman, National Secretary, National Vice Secretary, National Treasurer, National vice Treasurer, Regional coordinators, two ex-officio, Honorary Members, Trustees, County coordinators and Members from branches.

iv) Every branch of the Association shall have the rights to send duly registered members in the membership register at such branch. Only registered members who are not in thirteen (13) weeks arrears are legible to attend.

v) Every branch secretary shall inform the National Secretary in writing, three weeks (21 days) before the date of the Annual General Meeting of the number of members the branch is intending to send to the Annual General Meeting together with the names of the members with registration fee.

vi) The Annual General meeting may conduct any business including laying down of the policies of the Association and giving directions regarding the organization of the Association. The Annual General Meeting shall elect National Officials and Regional Coordinators to the National Executive Council.

vii) Matters of discussion at the Annual General Meeting shall be sent to the National Secretary not later than three weeks (21 days) before the dates of the Annual General meeting

viii) The National Secretary shall prepare the agendas of the Annual General Meeting as per section 9(c).

ix) The quorum for the Annual General Meeting shall be two thirds of the members entitled to attend and vote thereof.

## **B. A SPECIAL GENERAL MEETING**

i) A special general meeting shall be convened by the National Secretary on the directions of the National Executive Council, or at the written request of not less than one tenth of the fully paid members of the Association, each of whom shall be required to sign a requisition form provided that the National Secretary shall not be required to sign such requisition of members unless and until the sum of Kenya shillings 1,000,000/= shall have been paid to the National Treasurer of the Association for the purpose of defraying the costs of convening the meeting and shall not, under any circumstances be subject to refund.

ii) A Special general meeting shall have all the powers of the Annual General Meeting and it shall be governed by the same rules as to composition as Annual General Meeting, it shall be convened by the National Secretary by giving a two weeks (14 days) notice in writing to each branch of the Association from the date of payment of Kenya shillings 1,000,000/=.

iii) Every branch secretary shall inform the National Secretary in writing, one week before the date of the Special general meeting, of the number of the members the branch is entitled to send to the Special general meeting together with names of members who shall attend.

iv) If for any reason the National Secretary, upon requisition from the members, fails to convene a special General Meeting, the members requisitioning such a

meeting shall have the right to nominate a person to convene the meeting.

v) If within one hour from the time appointed for the Annual General Meeting or Special General Meeting, a quorum is not present, the meeting if convened upon requisition of members shall be dissolved. Until the same day in the next week at the same place and hour. If at an adjourned meeting, there is no quorum within half an hour from the time appointed for the meeting, the members present shall form the quorum. Notwithstanding this provision, no adjourned meeting shall have the powers to carry out amendments or alterations to the constitution or elect officials or committee and council members unless the required quorum is as per Section 6a(ix).

### **C. GOVERNING COUNCIL MEETING**

i) The Governing Council meeting shall be the Governing Body of the Association. It shall be responsible for the directions of the National Executive Council and National Officials to whom the daily management of the Association shall be committed.

ii) The Governing Council Meeting shall be composed of the National Chairman, 1st and 2nd Vice-Chairman, National Secretary, National Vice Secretary, National Treasurer, National Vice Treasurer, The Trustees, Honorary Members, Regional coordinators, county coordinators and officials from each branch of the Association. The number of representatives from each branch shall be determined at

the Annual General Meeting, provided that the maximum number of representatives from any one branch shall not exceed three.

iii) All candidates nominated for membership of the Governing Council Meeting shall be fully paid up members of the Association and shall be nominated by two members exclusive of members who are themselves candidates for election and such nomination shall be signed by the candidates seeking elections indicating his acceptance of his nomination.

iv) The Governing Council shall meet at least once in every six months, provided that it shall meet, and when the National Executive Council shall so demand or if one third of the members of the Governing Council shall request the National Executive Council in writing to summon the Governing Council. If for any reason the Chairman, upon a requisition from the members of the Governing Council fails to convene a Governing Council meeting, the members requisitioning such a meeting shall have the right to nominate a person to convene it.

v) Any member of the Governing Council may be removed from membership thereof by a two third majority of all members entitled to attend and vote, or shall vacate his/her seat if she/he absents him/herself for three consecutive meetings of the council without having first obtained the Chairman's permission for his/her absence. The Governing Council shall give guidance as to how to enforce such conduct of Council Members.

vi) Any vacancy occurring in the membership of the Governing Council may at their discretion be filled by the remaining members of the Council provided that if such vacancy arises as a result of death, resignations, removal or otherwise of a branch representative, then such vacancy may only be filled by a suitable representative elected by the members within 90 days.

vii) The decision of the Governing Council shall be binding on the Association and each of its members and officials and be subject to review only by the Annual General Meeting or a Special General Meeting. All such decisions/resolutions shall be recorded in writing by the National Secretary.

#### **D. NATIONAL EXECUTIVE COUNCIL (NEC)**

i) The National Executive Council shall be responsible for the management of the affairs of the Association and shall exercise control over the individual officials of the Association.

ii) The National Executive Council shall consist of the Chairman, 1st and 2nd Vice Chairmen, National Secretary, National Vice Secretary, Treasurer, National Vice Treasurer and eight other members who are Regional representatives and are elected at the Annual General Meeting by the members of his/her Regional, one member elected to represent the private/ Parastatals/ CHAK/Mission hospitals. The registrar NCK and Chief nursing officer/ Director of Nursing MOH who shall be ex-officio.

iii) The National Executive Council shall meet at least once in every three months and upon requisition by the Chairman where the Chairman shall notify the National Secretary to convene the meeting within seven days from the date of notification.

iv) All decisions of the National Executive Council shall be binding on the Association and each of its officials and members provided that any such decision directly infringes the rights or privileges of any member or group of members may within thirty (30) days of the meeting of the National Executive Council appeal to the Governing Council against such decision.

v) The quorum for the National Executive Council shall be two thirds of the members entitled to attend and vote.

vi) Between meetings of the Annual General meeting, the National Executive Council shall interpret the rules when necessary and determine any point on which the rules are silent.

vii) The NEC shall elect members to sub committees from amongst NEC members. The following committees shall be constituted;

- Finance committee and general purpose committee
- Disputes committee
- Education and research committee
- Professional and ethical committee
- Development committee et cetera.

## **SECTION 7: FUNCTIONS OF THE SUB-COMMITTEES**

### **A. FINANCE COMMITTEE**

i) The Finance Committee shall be responsible for the management of the financial affairs of the Association.

ii) The Finance Committee shall consist of the National Secretary, 1st National Vice Chairman, Treasurer and other two members of the Executive appointed by the National Executive Council.

iii) The Finance Committee shall keep separate accounts for expenditures and other project costs. It will have the power to approve or disapprove any tenders of the Association.

iv) The Finance Committee shall perform other functions of Finance Committee meetings when necessary. The Finance Committee shall be responsible for maintaining the accountability of the Association and source for finances from willing donors, sponsors and business community, initiate financial generating activities.

### **B. PROFESSIONAL AND ETHICAL COMMITTEE**

i) The Professional and Ethical Committee shall be responsible for protecting the public and the members against unqualified persons/quacks and also maintain the standard of professional practice among the members.

ii) The Professional and Ethical Committee shall consist of the National Chairman, National Secretary and any other three members of the National Executive Council appointed by the National Executive Council.

iii) The Professional and Ethical Committee shall hear cases in which a member is involved in litigation arising from professional malpractice with a view to establishing whether the member should benefit from financial assistance provided such member subscribes to the Association.

iv) The Professional and Ethical Committee shall where necessary work in consultation with the division of Nursing, Nursing Council of Kenya, Medical Practitioners and Dentist Board and any other bodies of interest as the case may be.

### **C. EDUCATION COMMITTEE**

i) The Education Committee shall be responsible for organizing continuous professional development, Health Care Services and Seminars for members from time to time.

ii) The Education Committee shall work in liaison with the Division of Nursing in Kenya, and other organizations interested in providing Health Care Services.

iii) The Education Committee shall consist of National Vice Treasurer, National Vice Secretary and other three executive members appointed by the National Executive Council.

## **SECTION 8: NATIONAL OFFICIALS**

a) Except as otherwise herein expressly provided, all National Officials shall be elected every four years by secret ballot at the Annual General Meeting.

b) Only such members of the Association not in arrears with the subscriptions and must have been active for the last 12 months shall be eligible for election as National Officials of the Association.

c) Every National Official of the Association shall vacate his/her office on expiry of four years but shall be eligible for re-election for one more term.

d) Nominations for National Executive Council and Governing Council shall be submitted in writing to the National Secretary three months prior to the date of the Annual General Meeting at a fee as follows; NEC contestants shall pay Kenya shillings 5,000/=.

e) Any National Official of the Association may be removed from the office by two thirds majority decision of all members entitled to attend and vote at the Governing Council Meeting. The Governing Council Meeting shall have the power to appoint one of its members to fill the vacancy so created,

f) Any National Official of the association may be suspended from the office by two thirds majority decision of all members entitled to attend and vote at the National

executive Council. In the event of such suspension, the National executive Council shall have the right to appoint one of its members to act in such a position pending its decision whether or not such an official is removed altogether.

g) In the event of more than three National Officials of the Association dying, resigning, being dismissed or otherwise ceasing to be National Officials during their four year term of office, a Special General Meeting in accordance with the provisions of Section 6(b), shall be convened to elect officials to fill the vacancies.

h) Any member who desires to be elected into the National Office,

**MUST:**

Be in active employment in an institution i.e. Government of Kenya, Parastatal, Mission, Private Sectors with a number of members enough to form a branch.

ii. Be nominated from that branch.

iii. Pay contesting fee.

## **SECTION 9: DESIGNATIONS OF NATIONAL OFFICIALS**

### **(a) NATIONAL CHAIRMAN**

The Chairman shall preside over all conferences and Meetings, at which he/she is present, enforce observations of the constitution and rules of the Association and perform such duties as by usage and custom pertaining to his/her office. In the case of an equality vote at any meeting he/she shall have, in addition to his/her vote, a deciding vote.

### **(b) VICE CHAIRMAN**

The Vice Chairmen shall preside over conferences and meetings in the absence of the Chairman, and whilst so performing such duties, shall have the same privileges as the Chairman.

If for any reason, the Chairman or Vice Chairman fails to preside over a properly convened and constituted conference or meeting of the Association, the delegates attending such a conference or meeting shall have the right to appoint an ad hoc chairman.

### **(c) NATIONAL SECRETARY**

The National Secretary shall issue notices of all meetings and conferences and prepare the agendas of all meetings and conferences, attend all Annual General Meeting, Special General Meeting and all meetings of the Governing Council and National Executive Council and record minutes and shall perform such other duties as prescribed by

the National Executive Council. He shall be responsible, ensuring due compliance by the Association with the provisions of the Societies Act and all regulations made there under.

**(d) VICE SECRETARY**

The Vice Secretary shall assist the National Secretary and act for him/her in his/her absence and other duties as delegated by the National Secretary/National Executive Council.

**(e) NATIONAL TREASURER**

The Treasurer shall be responsible for the Association's Funds and shall keep and maintain all necessary books of accounts. He/she shall ensure that no payment is made from the Association's funds under his/her control unless a payment voucher has been prepared and authorised in accordance with provisions of the Societies Act (Account) and Regulations. He/she shall prepare and submit to the Annual General Meeting a report on the financial position of the Association, together with a statement of income and expenditure during the period of twelve months ending on the 31st August of every year and a balance sheet as at 31st August of every year. He/she must submit the detailed financial report quarterly to the Finance Committee and shall not incur unauthorized expenditure.

**(f) VICE TREASURER**

The Vice Treasurer shall assist the National Treasurer to act in his/her absence.

## **SECTION 10: TRUSTEES AND PATRONS**

### **PART I TRUSTEES**

a) The Executive Committee shall nominate/appoint three Trustees who shall supervise the welfare of association.

b) The Trustees shall act as association referee and shall take care of association property during transition.

c) A Trustee shall hold office until such time as he resigns by notice in writing to the National Secretary or is removed by vote at an Annual General Meeting or Special General Meeting. In the event of resignation of a Trustee, the nomination shall be done by the National Executive Council to temporarily fill the position.

d) For the purpose of promoting the objects of the funds and property of the Association and to this end, the Trustees shall at the discretion of the Governing Council execute all documents and deeds that may be necessary for the furtherance of the Association's objects

### **PART II PATRONS**

a) The National Executive Council shall nominate Patron/s of the Association who shall then be approved by members in the AGM.

b) The Patron shall advise the National Executive Council where possible especially on development projects, external visits/tours and resources.

c) The Nominee shall be a Kenyan citizen of high integrity.

d) The Patrons shall hold office until such a time as he/she resigns by notice in writing to the National Secretary or is removed by vote at an AGM or Special General Meeting. In the event of such resignation of a Patron, the National Executive Council shall have the power to nominate a new patron within sixty (60) days from the date of resignation.

## **SECTION 11: EMPLOYEES**

The National Executive Council may engage such employees as it may from time to time consider necessary and shall determine their remuneration and terms of service. Employees so engaged may be dismissed at any time by majority vote of the National Executive Council, provided the principle of Natural Justice is accorded to the employee. The National Executive Council shall have power to appoint or dismiss full-time employees of the Association. The Chairman shall be the supervisor of the employees.

## **SECTION 12: FUNDS**

a) The Treasurer shall cause a bank account to be opened and maintained in the name of the Association and shall ensure that all money belonging to the Association received by him/her is paid into the said bank account within seven days of receipt of such monies, provided that the Treasurer shall be permitted to retain in cash a sum not exceeding Kenya shillings 10,000/= to pay emergency

expenses. All cheques for withdrawal of money shall be signed by the National Treasurer, National Chairman and National Secretary.

b) The Treasurer of every Branch of the Association shall cause a bank account to be opened in the name of the Branch of the Association and shall ensure that all monies belonging to the Association received by him/her are paid into the said bank account within seven days of receipt of such monies provided that a Branch Treasurer shall be permitted to retain in cash a sum not exceeding Kenya shillings 2,000/= to pay emergency expenses. All cheques for the withdrawal of money from such branch bank accounts shall be signed by the Branch Treasurer, Branch Chairman and Branch Secretary. All monies collected by branches shall be property of the Association. Ordinary branch expenditure report shall be remitted to the Association National Treasurer quarterly.

c) The funds of the Association may be spent only for the following objects as appropriated by National Executive Council :

i) The payment of office rents, salaries and allowances of the employees of the Association.

ii) The payment of expenses, debts and allowances incurred by officials and Regional Representatives of the Association while performing association related activities.

iii) The provision of defense of any legal proceeding to which the Association or any member thereof is a party, when such prosecution or defense is undertaken for the purpose of security or protection any member of the Association as such or any rights arising out of the Nursing Scope of practice.

iv) Payment towards funeral expenses of deceased member as the National Executive Council may prescribe from time to time

v) The payment of a fine or penalty imposed upon the Association under the provisions of the Societies Act, provided that the funds of the Association shall not be applied either directly or indirectly in payment of the whole or any part of any fine or penalty imposed upon any member or person by sentence or order of a court or Nursing Council.

vi) The payment of subscription and fees to any Nursing Organizations which the Association may be affiliated.

vii) All monies so deducted from members on check off shall be remitted to the National office and the National office shall reimburse 33% of the monies so deducted to branches 2% to region, 2% to county and retain 63% at Head Office.

(d) The financial year of the Association shall run from 1st September to 31st August every year. Copies of the Annual statement of accounts shall be supplied to members by the National Secretary as per section 21.

(e) The National Treasurer shall prepare annual budget proposal and present it to the Annual General Meeting for adoption.

f) (i) The association shall own property and invest as guided by National Executive Council and approved by Annual General Meeting.

(ii) The National Executive Council shall lobby, collaborate and borrow funds on behalf of the association as approved by Annual General Meeting.

(g) The association shall lend money to members as guided by the rules as per section 21.

### **SECTION 13: INSPECTIONS OF BOOKS OF ACCOUNT**

All Books of account and other official records of the Association maintained at the Association's registered office shall be open for inspection at the Association's registered office during official hours of business by any member of the Association, provided any such member shall have given at least forty eight hours notice to the National Secretary. The National Secretary may sanction a request by such a member and avail the books for inspection. Any member shall request the branch secretary to inspect branch Books of Accounts by giving a notice of 48 hours.

## **SECTION 14: AUDITORS**

a) A qualified Auditor, registered with institute of professional accountants (IPAC) shall be appointed by the members at the Annual General Meeting.

b) The National Executive Council shall vet the applicants received after the press advertisement and present three best applicants to Governing council meeting and take to Annual General Meeting for approval.

c) The Auditor shall inspect the books of Account and give an Annual Auditor's Report to the members at the Annual General Meeting.

d) The Auditors Report will be availed to members at the Annual General Meeting, for perusal and comparison.

## **SECTION 15: LEGAL ADVISORS**

a) A qualified Lawyer, who shall be an advocate of the High Court, shall be appointed by the members at the Annual General Meeting

b) The National Executive Council shall vet the applicants received after the press advertisement and present three best applicants to Governing council meeting and take to Annual General Meeting for approval.

c) The Lawyer shall enter a contract with the Association by which he/she shall be paid a negotiable monthly fee/retention fee as the case may be.

d) The Lawyer shall offer legal advice and shall appear in court on behalf of the Association or any registered member involved in litigation arising from professional practice or any activities of interest to the Association.

e) The lawyer shall be paid legal fees in the process of representing the Association's interest in court as approved by finance committee.

## **SECTION 16: BRANCH ORGANIZATIONS**

a) The National Executive Council shall decide the place where a branch of the Association may be established as per section 21)

b) Should the membership of any branch fall below the required number of members for a period of two months, such branch may be disbanded and its members transferred by the National Executive Council to another branch.

c) The National Executive council may suspend or disband any branch which fails to comply with the constitution and rules of the Association or decision of the Annual General Meeting, Special General Meeting, Governing Council Meeting or National Executive Council and may transfer the members of any branch suspended or disbanded to another branch.

d) A Branch General Meeting may be held two weeks before the Governing Council Meeting. The Branch Secretary shall give notice to all members of the dates, time and place of

the Branch General Meeting at least two weeks before the said meeting. Branch officials and committee members will appoint members to the next Annual General Meeting provided no member shall be elected as a delegate if he/she is more than thirteen weeks in arrears with his/her subscription. The quorum for a Branch General Meeting shall be one third or as per section 21 of this constitution.

e) A Branch Special General Meeting of members may be called by majority decision of the Branch Committee or on the written request of not less than one third of fully paid up members of the branch. Such a Branch Special General Meeting shall be governed by the same rules as to composition, quorum and voting as a Branch Annual General Meeting. The Branch Secretary shall give notice to all members of the date, time and place of the said Special General Meeting at least a week before the said meeting.

f) The Branch Committee shall be responsible for the administration of each Branch subject to the control of the National Executive Council; such Branch Committee shall be composed of the Chairman, Vice-Chairman, Secretary, Vice Secretary, Treasurer and Vice Treasurer and seven members elected at a Branch Annual General Meeting. The Branch Committee shall meet at least every three months and Branch Secretary shall inform all members of the Branch Committee in writing at least seven days before such meetings. The quorum for the Branch Committee meeting shall be  $\frac{1}{2}$  members entitled to attend.

g) All Branch committee members shall be elected for four years within 3 months of KPNA National Elections. Election shall be by secret ballot at a Branch General Meeting and officials shall remain in office for four years provided that any Branch Official may be removed from office by majority vote of branch members voting thereof being carried by secret ballot. The members may qualify for re-election as applies in section 8b, e, and d.

h) Any Branch committee member may be suspended from office by two thirds majority decision of all members of the Branch Committee. The branch committee shall have powers to appoint one of its members to act in such a post pending the decision of the Special General Meeting of members whether or not such an official should be removed from office altogether.

## **SECTION 17: DESIGNATIONS OF BRANCH OFFICERS**

### **(a) BRANCH CHAIRMAN**

The Branch Chairman shall preside at all General or Special Meetings and meetings of The Branch Committee at which he is present and enforce observation of the constitution and rules of the Association and perform such other duties as by usage and custom pertains to his office. In the case of an equality vote at any meeting, he shall have in addition to his/her normal vote, a deciding vote.

**(b) BRANCH VICE CHAIRMAN**

The Branch Vice Chairman shall preside over meetings in the absence of the Chairman and whilst performing such duties he shall have the same privileges as the Chairman. If for any reason the Branch Chairman or Vice-Chairman fails to preside over a properly convened and constituted branch meeting, the members attending such a meeting shall have the right to elect an ad hoc Chairman.

**(c) BRANCH SECRETARY**

The Branch Secretary shall issue notices of all meetings and attend such meetings and record the minutes and shall be eligible to vote. He/She shall ensure that a register of members is maintained with names, addresses, occupation, dates of joining, dates of resignations, suspensions or expulsions and particulars of all payment made by such members. He/she shall be responsible for ensuring due compliance by the branch with the provisions of the Societies Act and Regulations made there under and shall perform all such acts and duties the Branch Committee may from time to time direct.

**(d) BRANCH VICE SECRETARY**

The Branch Vice Secretary shall assist the Branch Secretary and act for him/her in his/her absence.

**(e) BRANCH TREASURER**

The Branch Treasurer shall be a person capable of maintaining clear records of all the funds of the Branch and shall maintain all necessary books of accounts and records. He/she shall ensure that no payment is made from Branch Funds under his/her control unless a payment voucher has been prepared and authorised in accordance to the provision of the Association's Accounts Rules and Regulations and shall ensure that funds are remitted to the Associations Treasurer every month in accordance with the provisions of section 12 (b) of this constitution.

**(f) BRANCH VICE TREASURER**

The Branch Vice Treasurer shall assist the Branch Treasurer and act for him/her in his/her absence.

**SECTION 18: VOTING**

a) Members who are duly paid up and in regular and good standing shall be allowed to vote.

b) Members who are more than 13 weeks subscription arrears or are serving suspension shall not be allowed to vote.

c) The taking of all decisions in respect of the election of officials, the amendment of rules, dissolution and any other matter affecting members of the Association generally shall be by secret ballot or show of hands.

d) To be eligible to vote, a member must have valid practicing license.

## **SECTION 19: AMENDMENTS AND ALTERATION OF RULES**

a) Alteration of these rules shall only be made by resolution voted upon by secret ballot or show of hands and passed at an Annual General Meeting or Special general Meeting. All proposals for amendments shall be submitted to the National Secretary not later than three weeks before the date of such Annual General Meeting or Special General Meeting.

b) No alteration of these rules shall take effect until the date of registration thereof by the Registrar of Societies unless some later date is specified in the rules.

c) A copy of the constitution and rules of the Association shall be supplied to any member on payment of Kenya shillings 300/=.

## **SECTION 20: DISSOLUTION OF THE ASSOCIATION**

The Association may be dissolved if at a special General Meeting called for such purpose, a three quarters (3/4) of the total membership of the association must be present and 75% of those present must vote for dissolution.

Upon dissolution of the Association and after all debts and liabilities legally owing by the Association have been

satisfied, any surplus assets of the Association shall be divided amongst the members on pro-rata to the amount paid by the members by way of subscription.

## **SECTION 21: MAKING OF RULES**

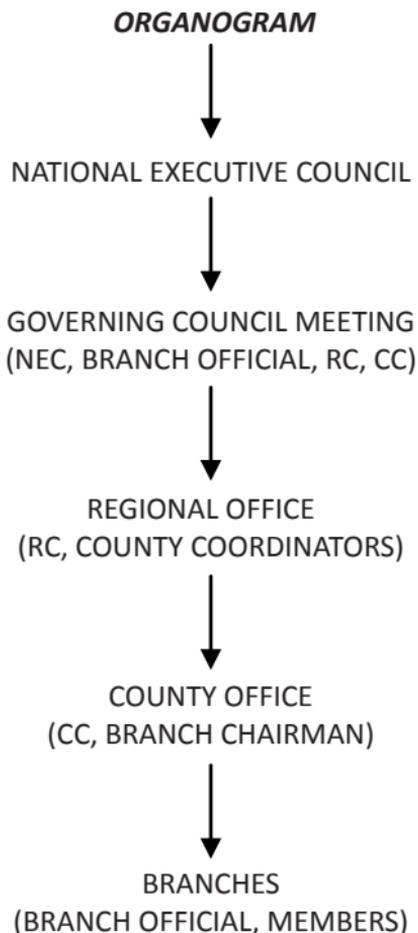
The National Executives Council Shall Make Rules with a View of Giving Life to The Spirit And Letter of This Constitution

## **SECTION 22: REPEALING**

The constitution and rules of Kenya Progressive Nurses Association (K.P.N.A) as “Edition Revised in October, 2008” is hereby repealed.

## SECTION 23: SCHEDULES

### Schedule (i): ORGANOGRAM



**Schedule (ii): ANNUAL SCIENTIFIC CONFERENCE/ AGM CALENDAR**

S/NO.	YEAR	HOST REGION
1	2011	COAST
2	2012	RIFT VALLEY
3	2013	WESTERN
4	2014	EASTERN
5	2015	CENTRAL
6	2016	NORTH EASTERN
7	2017	NYANZA
8	2018	NAIROBI

The rotation shall be successive but swopping is allowed.

**Schedule (iii): TRANSITION CLAUSE.**

The amended constitution (2013) of Kenya Progressive Nurses Association shall take effect immediately except the term of the current elected office.

*Drafted & Printed By: Bwonwonga & Co. Advocates, Narshi House, 2nd Flr, Moktar Daddah Street, P.O. Box 8995-00300, Nairobi – Phone: 0735 446 213.*

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