

POSITIVE PSYCHOLOGY ASSOCIATION OF KENYA

CONSTITUTION AND RULES

1. NAME

The name of the society shall be **POSITIVE PSYCHOLOGY ASSOCIATION OF KENYA** (In this constitution referred to as the “Association”)

2. OBJECTS

The Association whose objectives shall remain non-political shall have the following objects;

- i) To create a platform for collaboration and networking among scholars, academics and practitioners engaged in academic research and practice in the field of positive psychology in Kenya;
- ii) To introduce, promote and disseminate information about positive psychology science, research, knowledge and application to the widest possible audience;

- iii) To explore ways of integrating African indigenous wisdom and practices in enhancing well-being among individuals and communities;
- iv) To design and run programmes and activities to promote individual and collective well-being;
- v) To provide learning opportunities about positive psychology through training, workshops, seminars, symposiums and conferences;
- vi) To provide and disseminate reliable and empirical evidence-based information about the nature of well-being and the application of positive psychology across all disciplines through online media channels, seminars, publications and workshops;
- vii) To provide a forum for collaboration and linkages between positive psychology practitioners in Kenya and their counterparts around the world;
- viii) To raise funds for carrying out activities of the Association or those incidental thereto through subscriptions and contributions, donations and grants; and
- ix) To authorize formation of other institutions and societies for carrying out the objectives of the Association.

3. MEMBERSHIP

- i) Any person over the age of eighteen (18) years who is engaged as a scholar, academic and/or practitioner in academic research and practice in the field of positive psychology in Kenya shall be eligible for membership of the Association and shall, subject to approval of the Committee, become a member upon payment of membership fees prescribed in sub-paragraph (ii) of this clause.
- ii) Every member shall pay an annual subscription on the basis of the following categorization;
 - a. K.Shs. 1,000.00 in case of a member who is a student;
 - b. K.Shs.2,000.00 in case of a member who is already a professional PROVIDED that in either case, the subscription fee shall be due and payable not later than 28th February.
- iii) Any member desiring to resign from the society shall submit his/her resignation in writing to the Secretary, which shall take effect from the date of receipt by the Secretary of such notice.
- iv) Any member may be expelled from membership if the Committee so recommends and if a General Meeting of the

Association shall resolve by a two-thirds majority of the members present that such a member should be expelled on grounds that his/her conduct has adversely affected the reputation or dignity of the society, or that he/she has contravened any of the provisions of the constitution of the Association.

- v) In reaching its decision to recommend the expulsion of a member, the Committee shall comply with and observe all due process requirements under the provisions of Article 47 of the Constitution of Kenya, 2010 and the Fair Administrative Actions Act, 2015 or any statutory re-enactment thereof.
- vi) The committee shall have power to suspend a member from his/her membership until the next General Meeting of the Association 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/her expulsion is to be considered.
- vii) Any person who resigns or is removed from membership shall not be entitled to a refund of his/her subscription or any part thereof or any moneys contributed by him/her at any time.
- viii) Any member who falls into arrears with his/her annual subscription for more than two years after the due date shall automatically cease to be a member of the Association and his/her name shall be struck off the register of members.
- ix) The Committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.

4. OFFICE BEARERS

- i) The office bearers of the Association shall be
 - a) The Chairperson
 - b) The Deputy-Chairperson
 - c) The Secretary
 - d) The Deputy Secretary
 - e) The Treasurer
 - f) The Deputy Treasurer

All of whom shall be fully paid-up members of the society and shall be elected an Annual General Meeting organized and held as prescribed in Clause 8 below.

- ii) An office bearer shall hold office for a term of three (3) years from the date of election and shall be eligible for reelection for two further terms not exceeding three (3) years each subject to the conditions contained in sub-paragraphs(iii) and (iv) of this Clause.

- iii) An office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.
- iv) An office bearer may be removed from office in the same way as it is laid down for the expulsion of members in Clause 3 (iv), (v) and (iv) above) and vacancies thus created shall be filled by persons elected at the General Meeting resolving the expulsion.

5. DUTIES OF OFFICE BEARERS

a) The Chairperson Shall;

- i) unless prevented by illness or other sufficient cause, preside over all meetings of the Committee and at all General Meetings;
- ii) Co-ordinate all activities of the Association and the Committee;
- iii) In consultation with the Committee appoint from the membership such ad-hoc or standing sub-committees, as the circumstances shall dictate, to carry out and/or co-ordinate any specific programmes of the Association;

- iv) Exercise general supervision over the management of the Association;

- iv) Serve as an ex-official member of any ad-hoc or standing sub-committee;

- v) Ensure that the activities and programmes of the Association are run efficiently and in conformity with the provisions of this Constitution and law generally;
- vi) Be a mandatory signatory under any bank account operation mandate given to any banker of the Association; and
- vii) Present an annual report on the operations and programmes of the Association to the members at every Annual General Meeting.

b) The Deputy Chairperson Shall;

- i) perform any duties of the Chairperson in his/her absence; and
- ii) Assist and advise the Chairperson in the performance of his duties;

c) The Secretary shall;

- i)** maintain an accurate record of all the Association's meetings;
- ii)** Prepare and maintain an up to date directory of the membership of the Association;

- iii)** maintain and keep in safe custody all correspondence and records relating to the Association;
- iii)** issue notice of meetings and maintain an attendance log of all meetings;
- iv)** Present minutes of the previous meetings at meetings; and
- v)** Soliciting input from members for meeting agendas and disseminating agendas prior to meetings.

d) The Deputy Secretary Shall;

- i)** Perform all duties of the Secretary in his/her absence; and
- ii)** Perform such other duties as shall be assigned to him by the Secretary or Committee whether the Secretary is present or not.

d) The Treasurer Shall;

- i) Receive and disburse the funds of the Association in a prudent manner;
- i) Maintain all books of accounts and an accurate record of all Association's financial transactions;
- ii) In consultation with the Committee, draft the annual budget for the Association for presentation to the membership during the Annual General Meeting for adoption and approval;
- iii) Ensure that the financial transactions of the Association conform with the adopted and approved budget;
- iv) Ensure that all financial reports and returns that the Association is required under the law to submit to any Government agency, if at all, are filled in and submitted as required;
- v) Prepare and maintain an up to date record of all paid up members of the Association;
- vi) Prepare, maintain and present annual management accounts and financial reports of the Association;
- vii) On written request by a paid-up member, allow access for purposes of inspecting and taking of copies, at the cost of such requesting member, of the books of account and other financial reports of the Association kept and maintained by him/her; and

- viii) Be a mandatory signatory under any bank account operation mandate given to any banker of the Association;

e) The Deputy Treasurer shall;

- i) perform such duties as may be specifically assigned to him/her by the Treasurer or by the committee ; and
- ii) in the absence of the Treasurer shall perform the duties of the treasurer.

6. THE COMMITTEE

- i) The Committee shall consist of all the office bearers of the Association and three (3) other members; two (2) of which shall be professional members and one (1) a student member who shall be elected at the Annual General Meeting in each year;
- ii) Such committee members not being office bearers shall hold membership for a term of one (1) year until the following Annual General Meeting and shall be eligible for reelection for two further terms not exceeding one (1) year each.
- iii) The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months;
- iv) 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 Association; and
- v) The provisions of Clause 4 (iv) above shall apply to vacancies caused by members of the Committee removed from office.

7. DUTIES OF THE COMMITTEE

- i) The Committee shall be responsible for the management of the Association 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;
- ii) 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;
- iii) All moneys disbursed on behalf of the Association shall be authorized by the Committee; and
- iii) The quorum for meetings of the Committee shall be not less than five (5) members.

8. GENERAL MEETINGS

- i) There shall be two classes of General Meetings;
 - a) Annual General Meetings; and
 - b) Special General Meetings

- ii) The Annual General Meeting of the Association shall be held not later than 30th April in each year;
- ii) A written notice of such Annual General Meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and ,where practicable, by press advertisement not less than 14 days before the date of the meeting.
- iii) The agenda for any Annual General Meeting shall consist of the following:
 - a) Reading of the Notice convening the meeting;

- b) Confirmation of the minutes of the previous Annual General Meeting;
- c) Presentation of the Chairperson's annual report;
- d) Presentation of the Auditor's report and/or Consideration of accounts;
- e) Election of office bearers and the committee members and trustees where necessary;
- f) Appointment of Auditors;
- g) Such other matters as the Committee may decide or as to which notice shall have been given in writing by a member to the Secretary at least 30 days before the date of the meeting; and
- h) Any other business with the approval of the Chairperson.

- iv) 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 if practicable by Press advertisement not less than 7 days before the date of such meeting;
- v) A special general meeting may also be requisitioned for a specific purpose by order in writing to the Secretary of not less than two thirds (2/3) of fully paid up members of the Association and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as prescribed in Clause 8 (v) above and no matter shall be discussed other than that stated in the requisition;
- vi) Quorum for General Meetings shall be not less than two thirds (2/3) of the registered members of the Association.

9. PROCEDURE AT MEETINGS

- i) At all meetings of the Association the Chairperson, or in his/her absence, the Deputy Chairperson, or in absence of both these officials, a Committee member selected by the meeting shall take the chair;
- ii) The Chairperson may at his/her discretion limit the number of persons permitted to speak in favour of and against any motion; and
- iii) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairperson shall have a second or casting vote.

10. AUDITOR

- i) An auditor shall be appointed for the following year by the Annual General Meeting. All the Association's accounts, records and documents shall be opened to the inspection of the auditor at any time.
- ii) 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 (6) weeks and not more than three (3) months before the date of the Annual General Meeting.
- i) 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 Association in what respect they are found to be incorrect, unsupported by vouchers or not in accordance with the law;
- ii) 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;
- iii) An auditor may be paid such honorarium for his/her duties as may be resolved by the Annual General Meeting appointing him/her; and
- vi) No auditor shall be an office bearer or a member of the Committee of the Association.

11. FUNDS

- i) All moneys and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Association in any bank approved by the Committee;
- ii) No payments shall be made out of the bank account without a resolution of the Committee authorizing such payment and all cheques and instructions for payment on such bank account shall be signed by the Chairperson, Treasurer and two other office bearers of the Association who shall be appointed by the Committee;
- iii) A sum not exceeding K.Shs. 10,000 (ten thousand) may be kept by the Treasurer for petty disbursements of which proper account shall be kept;
- iv) 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 Association and shall have power to appoint another person in his/her place. Such suspension shall be reported to a General Meeting to be convened on a date not later than two(2) 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; and
- v) The financial year of the Association shall be from 1st January to 31st December.

12. TRUSTEES

- i) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than three (3) trustees who shall be members of the Association and shall be appointed at an Annual General Meeting for a period of three (3) years. On retirement, such trustees shall be eligible for re-appointment. A general meeting shall have the power to remove any of the trustee and all vacancies occurring by removal, resignation or death shall be filled at the same or next general meeting
- ii) 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 authorize expenditure of such monies as it thinks fit.

13. AMENDMENTS TO THE CONSTITUTION

- i) Amendments to the constitution of the Association must be approved by at least two-thirds majority of members at a General Meeting of the Association. 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.

14. DISSOLUTION

- i) The Association shall not be dissolved except by a resolution passed at a General Meeting of members by vote of two-thirds of the members present. The quorum at the meeting shall be as provided for in this Constitution. If no quorum is obtained, the proposal to dissolve the Association 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. **Provided**, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him/her made in writing and signed by three of the office bearers;
- ii) When dissolution of the Association has been approved by the Registrar no further action should be taken by the Committee or any office bearer of the Association in connection with the aims of the Association other than to get in and liquidate for cash all the assets of the Association; and
- i) Subject to payment of all the debts of the Association, the balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.

15. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

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

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