

# CONSTITUTION

## CONSTITUTION AND RULES OF SOCIETY OF PROFESSIONALS WITH VISUAL DISABILITIES

### 1. NAME

The name of the Society shall be SOCIETY OF PROFESSIONALS WITH visual disabilities (SOPVID) (In this constitution referred to as “the Society”).

### 2. OBJECTS

The objectives of the Society shall be entirely non-political and non-profit making and shall be:

- A. To exchange ideas among members and to promote professional excellence of its members.
- B. To disseminate knowledge and promote the use of relevant adaptive technology among its members.
- C. To promote and foster the welfare and rights of Professionals with visual disabilities.
- D. To raise awareness on the needs of professionals with visual disabilities, and to enhance their participation in recreational activities and in social life in general.
- E. To work towards the enhancement of the capacity of professionals with visual disabilities at the work place.
- F. To lobby the government, non-governmental agencies and the private sector for the provision of facilities and equipment to enhance the effectiveness of professionals with visual disabilities.
- G. To sensitise the government, non-governmental organisations and the private sector on the need to provide job placing and adapt the environment at the work place to reasonably accommodate persons with visual disabilities.
- H. To work towards the diversification of professional opportunities for persons with visual disabilities.
- I. To work for the elimination of all forms of discrimination against professionals with visual disabilities.
- J. To work towards the rehabilitation of professionals who are newly visually disabled.
- K. To network with like-minded organizations worldwide for the benefit of the members of the Society.
- L. To do all things either on its own or in co-operation with any other organization statutory body local authority or government worldwide incidental to the attainment of the objectives of the Society.

### 3. MEMBERSHIP

- A. There shall be two types of Membership as follows:
  - (i) Full Membership: Professionals of any kind who have visual disabilities which substantially deprive them of visual functionality are eligible for full membership upon compliance with the entrance requirement of the Society which may take the form of a subscription as the AGM may from time to time resolve.
  - (ii) Associate Membership: Is open to spouses of professionals with visual disabilities and any person with any disability and any organisation for persons with disabilities who fully agrees and supports the conditions stated in (i) above.
- B. Every Member of the Society shall be expected to support the Society by participating in its activities as the Society may from time to time advise.

C. Any member desiring to resign from the Society shall submit his resignation to the Secretary, which shall take effect from the date of receipt by the secretary of such notice.

D. 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 not withstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered.

E. Any member who either resigns or is removed from membership shall not be entitled to a refund of any moneys contributed by him at any time.

F. The books of accounts and all documents relating thereto and a list of the members of the society shall be available for inspection at the registration office of the society by any officer or member of the society on giving not less than seven days' notice in writing to the society.

#### 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 Treasurer
- (vi) The Assistant Treasurer

all of whom shall be elected at the first committee meeting having been elected as members of the National Executive Committee at the annual general meeting to be held in each year. (see also rule 6 (b) below)

B. All office bearers shall hold office from the date of election until the succeeding annual general meeting subject to the conditions contained in subparagraphs (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 same way as is laid down for the expulsion of members in rule 3 (d) and vacancies thus created shall be filled by persons elected at the general meeting which resolved 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.

B. Vice Chairman

The Vice Chairman shall perform any duties of the Chairman in his absence.

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, he 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. He shall issue notices convening all meetings of the committee and all general meetings of the Society and shall be responsible for keeping minutes of the committee and all general meetings of the Society and shall be responsible for all such meetings and for the preservation of all records or proceedings of the Society and of the committee.

D. Assistant Secretary

The Assistant Secretary shall perform all the duties of the Secretary in the absence of the Secretary and such other duties as shall be assigned to him by the Secretary or committee whether the Secretary is present or not.

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 and preserve vouchers for all moneys paid by him. The Treasurer is responsible to the committee and the members to ensure that proper books of account of all moneys received and paid by the Society are written up, preserved and available for inspection.

F. Assistant Treasurer

the Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the Committee and in the absence of the Treasurer shall perform the duties of the Treasurer.

## 6. THE COMMITTEE

A. The number of National Executive Committee members shall not fall below seven.

B. Such committee shall hold office until the following annual general meeting.

C. The committee shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.

D. 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.

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

F. The National Executive Committee may co-opt into the committee any person if need be.

## 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. 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.

B. All the moneys disbursed for and on behalf of the Society shall be authorised by the committee except as specified in rule 12 (d).

C. The quorum for meetings of the committee shall be not less than two-thirds of the members of the committee.

## 8. GENERAL MEETINGS

A. There shall be two classes of general meetings, annual general meetings and special general meetings.

B. The Annual General Meetings shall be held by 31<sup>st</sup> of December every year.

C. The Quorum for the Annual General Meeting shall not be less than a third of all persons with full membership of the Society.

D. The Agenda of the Annual General Meetings shall consist of the following:

(i) Confirmation of the minutes of the previous annual general meeting.

(ii) Consideration of the accounts.

(iii) Election of National Executive committee members (and trustees where necessary in accordance with rule 10 (a)

(iv) Appointment of auditors in accordance with rule 11 (a)

(v) Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting

(vi) Any other business with the approval of the Chairman

E. 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 of the registered members and such a meeting shall be held within twenty-one days of the date of the requisition. No matter shall be discussed at the meeting other than that stated in the requisition.

#### 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 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 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 four trustees.

B. the trustees shall be members of the Society and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election.

C. 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.

D. 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 moneys as it thinks fit.

#### 11. AUDITORS

A. An auditor shall be appointed for the following year by the annual general meeting. All the Society's accounts, records and documents shall be opened to the inspection of the auditor at any time. the Treasurer shall produce an account of his 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. 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.

B. A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members of the Society at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.

C. No auditor shall be an office bearer or a member of the committee of the Society.

#### 12. FUNDS

A. The funds of the Society may only be used for the following purposes:

(i) To further the objectives of the Society.

(ii) To administer generally and to run the Society's office including the remuneration of any staff the Society may employ.

(iii) To meet any travelling expenses by any members in the course of their duty.

(iv) To do anything reasonably incidental to the welfare of the Society as a whole.

NOTE: These purposes should be as concise as possible and must be consistent with the objects set out in rule 2.

B. All monies 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. No payments shall be made out of the bank accounts without a resolution of the committee authorizing such payment and all cheques on such bank account shall be signed by the treasurer or the assistant treasurer and two other office bearers of the Society who shall be appointed by the committee.

C. A sum not exceeding Kshs. 5,000.00 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 1<sup>st</sup> July to 30th June.

### 13. CHAPTERS

Chapters 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 exceptions:

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 chapters but, in addition, chapters 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, provided however, that no amendment 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.

### 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 payments of all the debts of the Society, the balance thereof shall be distributed to any organisation having the same or sufficiently similar objectives as those of the Society in the manner as may be resolved by the meeting at which the resolution for dissolution is passed.