



ISPOR KENYA CHAPTER CONSTITUTION

Article 1: Name

1. The name of the organization is International Society for Pharmacoeconomics and Outcomes Research herein referred to as ISPOR Kenya Chapter.

Article 2: Mission

The mission of the ISPOR Kenya Chapter is to:

1. Provide an environment where researchers, health care practitioners, and decision-makers interested in pharmacoeconomics and outcomes research can share knowledge at a country level.
2. Serve as a bridge in bringing together country researchers, health care practitioners, and decision makers interested in pharmacoeconomics and members of the pharmaceutical industry, health-related organizations, and academia.
3. Act as a resource centre at a local level for individuals interested in pharmacoeconomics and outcomes research.
4. Provide an opportunity for ISPOR Kenya Chapter members to become more familiar with the activities of ISPOR as well as participate in its activities.
5. Encourage members to develop manuscripts and submit abstracts to ISPOR conferences for presentation and subsequent publication.

Article 3: Affiliation

ISPOR Kenya Chapter maintains affiliation as a component chapter of the International Society for Pharmacoeconomics and Outcomes Research (ISPOR).

Article 4: Membership

Membership is open to any individual working within the country or region, interested in the Society, supports the mission of the Society and is willing to subscribe to and adhere to the contents of the Chapter's constitution.

Application

Prospective members wishing to join the ISPOR Kenya Chapter should submit their information to the Chapter Secretary (online application will be available.)

Supreme Authority and General Meetings

The supreme authority of the ISPOR Kenya Chapter is vested in a General Meeting of its members. General Members Meetings shall be held quarterly and annual meeting shall be held on the second week of December each year. Extraordinary General Meeting can be

called by the President following a written request of no less than 25% of the total voting membership and a notice of the meeting given to the Secretary for setting forth the business/agenda to be transacted. The following issues shall be discussed at the Annual General Meeting:

- a) Financial accounts and Annual Report of the Committee.
- b) Any member who wishes to add a discussion topic for the the agenda may do so provided he/she gives notice to the Secretary two (2) weeks before the meeting is held.
- c) ISPOR Kenya Chapter membership status.
- d) ISPOR Kenya Chapter annual work plan shall be discussed and approved.
- e) Members will be encouraged to submit research abstracts to ISPOR conferences and individually solicit for financila support to attend and present the accepted papers.
- f) Atleast 30% of the total voting membership present at a General Meeting shall form a quorum.

Article 5:Procedures

1. ISPOR Kenya Chapter is governed by this constitution.
2. ISPOR Kenya Chapter is a recognized organization in the country and complies with local government policies. ISPOR Kenya Chapter holds at least 1 general meeting during the year. Minutes of meetings must be taken. Minutes must be provided to the ISPOR Board of Directors upon request.
3. Any member of the ISPOR Kenya Chapter may initiate a constitutional amendment. Procedures for amending this Constitution are outlined in Article 9.

Article 6: Chapter Leadership

1. The leadership of the ISPOR Kenya Chapter is the Executive Committee.
2. The leadership shall have their professional posts in Kenya .
3. The Executive Committee shall have 7 elected members consisting of the following: President, President-elect, Past President, Secretary, Treasurer and at least two Directors representing diverse geographic locations and work environments. To facilitate the objectives of the Society and the ISPOR Kenya Chapter, the President shall be a health care decision-maker or an active researcher in the field of economics / outcomes research for at least for the first 5 years of the Chapter. An active researcher is an ISPOR Kenya Chapter member who has published research or policy articles within the last several years as demonstrated in his/her curriculum vitae. The President is limited to two consecutive terms of three years (up to six years) to allow the ISPOR Kenya Chapter continuity in leadership in its initial years. President-elect and Past President are limited to one term of three years. ISPOR Kenya Chapter members elect the members of the Executive Committee. Elections shall be held according to the rules and procedures outlined in Article 8.
4. ISPOR Kenya Chapter members elect the members of the Executive Committee. Elections are to be held according to the rules and procedures outlined in Article 8.
5. At least three members of the Executive Committee shall be registered members of ISPOR.
6. Members of the ISPOR Kenya Chapter Executive Committee shall hold their respective positions for a term of up to three years, or for the remainder of a term when filling a vacancy. The position of Director or Secretary or Treasurer can serve a second term if re-elected by members of ISPOR Kenya Chapter.

7. The Executive Committee oversees and supports activities of the Chapter. The duties and responsibilities of the Executive Committee are defined in Article 7.
8. The Executive Committee's responsibilities include upholding the mission of the ISPOR Kenya Chapter as defined in Article 2.
9. Executive Committee meetings are held as needed. Minutes of meetings must be taken. Minutes must be provided to the ISPOR Board of Directors upon request.
10. The ISPOR Kenya Chapter Executive Committee has the right to make decisions according to ISPOR Kenya Chapter Constitution.

Article 7: Duties of Executive Committee

President

The President of ISPOR Kenya Chapter:

- Takes office after a term as President-elect and holds this position for a term of up to three years and is eligible for re-election for one more term to guarantee continuity and stability of the society;
- Oversees ISPOR Kenya Chapter activities;
- Conducts and presides over all meetings of ISPOR Kenya Chapter;
- Represents ISPOR Kenya Chapter when called upon to do so;
- Provides an annual report of activities including a list of current ISPOR Kenya Chapter members to the ISPOR Board of Directors;
- The President shall be a signatory to ISPOR Kenya Chapter bank accounts together with other two signatories nominated by the members of the Executive Committee.

The office is open to any member of ISPOR Kenya Chapter, in accordance with the requirements outlined in Article 6.

President-elect

The President-elect of ISPOR Kenya Chapter:

- Holds this position for a term of up to three years as President-elect, and at the end of the term as President-elect becomes President;
- Conducts and presides over all meetings of ISPOR Kenya Chapter in the absence of the President;
- Assists the President with the responsibilities and duties as necessary.

The office is open to any member of ISPOR Kenya Chapter, in accordance with the requirements outlined in Article 6.

Past President

The Past President of the ISPOR Kenya Chapter:

- Holds this position for a term of up to three years after serving as President;
- Conducts and presides over all meetings of ISPOR Kenya Chapter in the absence of the President/President-elect
- Assists the President with the responsibilities and duties as necessary.

The office is open to any member of ISPOR Kenya Chapter, in accordance with the requirements outlined in Article 6.

Secretary

The Secretary of the ISPOR Kenya Chapter:

- Records the minutes of ISPOR Kenya Chapter meetings. An official copy of the minutes shall be kept in the ISPOR Kenya Chapter records and a copy emailed to: isporkenya@chapter.com;
- Handles ISPOR Kenya Chapter correspondence as necessary;
- Keeps and maintains the ISPOR Kenya Chapter records;
- Keeps an up to date records of ISPOR Kenya Chapter members.

The office is open to any member of ISPOR Kenya Chapter, in accordance with the requirements outlined in Article 6.

Treasurer

- Keeps and makes available to the members of ISPOR Kenya Chapter and the ISPOR Board of Directors a record of all monies received and spent by ISPOR Kenya Chapter;
- Is responsible for any financial transactions of ISPOR Kenya Chapter;
- Reports the financial status of ISPOR Kenya Chapter at meetings;
- Oversees the financial activities of ISPOR Kenya Chapter;
- Prepares annual audited accounts and presents them to the Annual General Members Committee and submits copy to ISPOR Board of Directors;
- Any two members of the Executive Committee including the President shall be signatories to ISPOR Kenya Chapter account;
- ISPOR Kenya Chapter shall open a bank account with Standard Chartered Bank;
- In some cases the President shall be required to endorse financial documents as will be determined by the Executive Committee;
- The Executive Committee shall have overall authority to revoke, reverse or cancel any financial transaction if in their opinion the said expenditure(s) are ineligible and therefore not in line with the organization's interest;
- Any financial impropriety shall be dealt in accordance with law.

The office is open to any member of ISPOR Kenya Chapter in accordance with the requirements outlined in Article 6.

Directors

A Director of ISPOR Kenya Chapter:

- Initiates activities of the Chapter;
- Perform duties as assigned by the Executive Committee.

The office is open to any member of ISPOR Kenya Chapter, in accordance with the requirements outlined in Article 6.

Article 8: Election Procedures

1. The members of ISPOR Kenya Chapter elect the members of the Executive Committee. Each ISPOR Kenya Chapter member has one vote.
2. The Executive Committee incumbent members select at least three ISPOR Kenya Chapter members from diverse work environments and geographic locations for submission to the Nominations Committee.
3. The Nominations Committee shall solicit candidates for the positions of President-elect, Secretary, Treasurer, and two Directors by notifying all ISPOR Kenya Chapter members electronically or by postal mail, prior to the end of the term of the incumbent.

4. The Nominations Committee selects at least two candidates for each position ensuring that the selected slate complements the incumbent Executive Committee with respect to education, professional interest, work environment, geographic location, and gender.
5. If selected for audit, The Nominations Committee will provide the ISPOR Board of Directors with evidence that the elections were conducted in a fair manner.
6. All elected positions must receive a majority vote (>50% of votes received).
7. The incumbent ISPOR Kenya Chapter President informs the ISPOR Board of Directors of the newly elected Executive Committee members via: isporkenya@chapter.com.
8. Unless initiated by a decision of the President, or by any member of the Executive Committee regarding their elected term, an Executive Committee member holds their position until the end of the defined term. Executive Committee members should not be required to step down by any member of the ISPOR Kenya Chapter. If there is a dispute that needs further resolution, a petition must be formally submitted to the ISPOR Board of Directors through, isporkenya@chapter.com.
9. If a change in leadership occurs outside the parameters outlined in this constitution, the ISPOR Kenya Chapter and /or new leadership are subject to disbandment by ISPOR Board of Directors.

Article 9: Amendments

1. A proposed amendment to this or a new Constitution should become binding after receiving a two-thirds majority of the total voting membership of ISPOR Kenya Chapter.
2. Any active member or officer of ISPOR Kenya Chapter may propose constitutional amendments.
3. The ISPOR Kenya Chapter shall not amend its Constitution without the prior approval in writing of the Registrar of Societies (NGOs Board).
4. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.
5. Any amendments shall be emailed to: isporkenya@chapter.com.

Article 10: Indemnification

ISPOR Kenya Chapter will indemnify ISPOR from liability for injury or damage, cost or expense resulting from or which arises out of or in connection with the use by ISPOR Kenya Chapter of the ISPOR name, logo, or arising from the relationship or affiliation between the parties.

Article 11: Audit and Financial Year

1. Two (2) voting members, not being members of the Executive Committee, shall be elected as Honorary Auditors at each / alternate Annual General Meeting and will hold office for a term of one year only and shall not be re-elected for a consecutive term. The accounts of the ISPOR Kenya Chapter shall be audited by a firm of Certified Public Accountants if the gross income or expenditure of the ISPOR Kenya Chapter exceeds USD 500,000 in that financial year.
2. The Honorary Auditors:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
 - b) May be required by the President to audit the ISPOR Kenya Chapter accounts for any period within their tenure of office at any date and make a report to the Executive Committee.
3. The financial year shall begin 1st July to 30th June.
 4. ISPOR Kenya Chapter Offices shall remain closed during weekends and public holidays.

Article 12: Dissolution

1. The ISPOR Kenya Chapter shall not be dissolved except with the consent of not less than three quarters (3/4) of the total voting membership of the ISPOR Kenya Chapter for the time being resident in Kenya expressed in person at a General Meeting convened for the purpose.
2. In the event of the ISPOR Kenya Chapter being dissolved as provided above, all debts and liabilities legally incurred on behalf of the ISPOR Kenya Chapter shall be fully discharged, and the remaining funds will be disposed of in such a manner as the General Meeting of members may determine or donated to an approved charity or organization with similar objectives/activities in Kenya.
3. A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

Removal of Recognition

If ISPOR Kenya Chapter shall be inactive for more than 2 years that is by non-submission of Annual Reports or non-compliant with the ISPOR Regional Chapter Acceptance criteria, the Chapter will be placed on probationary status for 1 year and given notice of its probationary status. While on probation, if there is no activity, or non-compliance, the Chapter will be removed from recognition.