



THE PUBLIC RELATIONS SOCIETY OF KENYA CONSTITUTION

ADOPTED DURING THE ANNUAL GENERAL MEETING

ON THE 29TH DAY OF SEPTEMBER 2016

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PREAMBLE

Slogan

Advancing excellence in public relations and communication management

Core Values

Excellence, Professionalism, Integrity, Dynamism

Vision

To be the recognized professional authority in Public Relations and Communication Management in Kenya

Mission

To promote excellence in public relations and communication management in Kenya by providing a forum for public relations practitioners to exchange skills, knowledge and ideas.

ARTICLE 1 - THE NAME

The name of the association shall be The Public Relations Society of Kenya, and shall be abbreviated as 'PRSK' (hereinafter referred to as the "Society").

ARTICLE 2 - THE OFFICE

- 1) The office of the Society shall be at such address in Nairobi as the Society may from time to time determine.
- 2) The Society may also have other subsidiary offices and chapters in other cities or towns within Kenya as shall be determined from time to time by the Council in its sole discretion. These offices shall be branch offices of the Society and shall ascribe to this constitution and the Branch Office By-Laws as shall be passed by the Council from time to time and ratified by members in the Annual General Meeting.

ARTICLE 3 - NATURE OF THE SOCIETY

The Public Relations Society of Kenya is a nonpolitical and nonprofit making membership organization registered under the Societies Act.

ARTICLE 4 – OBJECTIVES OF THE SOCIETY

- 1) The Society shall be the umbrella body for public relations and communications management in Kenya and shall have the following objects:
 - a) To establish and promote a high standard of professional ethics and learning in Public Relations and Communication Management.
 - b) To educate and inform the public as to the purpose and practice of Public Relations and Communication management.
 - c) To promote research, publication and education in the area of public relations and communication.

- d) To be the institution charged with accreditation of Public Relations and Communication Practitioners and to establish a professional qualification framework.
- e) To engage in advocacy in the area of public relations and communication.
- f) To advice on matters of national interest related to public relations and communication for both the public and private sector.
- g) To lobby for the enactment of relevant laws for the promotion of Public Relations and Communication as a profession.
- h) To be the internationally recognized institution in matters of public relations and communication.
- i) To resolve any disputes between members of the society or between a member and their employer.
- j) To nurture and mentor young professionals in the field in public relations and communication.
- k) To contribute to the improvement of professionalism through education and training in Public Relations and Communication management
- l) To affiliate or co-operate with or subscribe to any association, society or corporation in any part of the world whose objects are in general respects similar to the objects of this society.
- m) To apply petition for or promote any Act of Parliament or of any other authority with a view to the attainment of the above objects or any of them.

ARTICLE 5 – POWERS OF THE SOCIETY

1) The Society shall have the powers to:-

- a) To buy, take on lease or otherwise acquire (including acquisition by gift), assets of all kinds whether moveable or immovable as are in their opinion from time to time required for the better fulfillment of the objectives of the society.
- b) To solicit by public appeal or otherwise within Kenya or elsewhere donations, grants, gifts, legacies and bequests either in cash or in kind whether for the general purposes of the Society or for any specific purpose which is within the objectives of the Society from individuals, trusts, companies, corporations, firms, aid agencies, foundations, associations, governmental and intergovernmental authorities or other sources.
- c) To construct and own such buildings or any immovable property which is for the time being comprised in the Society and to make such other improvements of all kinds as they consider necessary or desirable for the better fulfillment of the objectives of the Society
- d) To expend such money and to incur such liabilities for the maintenance of the Society or any part thereof or for the objectives of the Society.
- e) To employ such researchers, programme promoters, advisers, consultants, managers legal counsel, accountants, auditors and other staff for such periods and on such terms as to remuneration or otherwise as they from time to time consider necessary or desirable for the better fulfillment of any of the objectives of the Society.
- f) To borrow such moneys as they may from time to time require for the better carrying out of the objectives of the Society and to give such security (if any) for the repayment thereof as it sees expedient.
- g) To grant leases and tenancies of any immovable property for the time being comprised in the society for such periods and on such terms as regards rent or otherwise as they think expedient

- h) To sell or otherwise dispose finally of any property or assets from time to time comprised in the Society on such terms as it sees fit.
- i) At any time to make such arrangements or draw up such schemes and by-laws and rules as it shall think fit for the administration of the Society.
- j) To do all such other things as are or may be deemed incidental or conducive to the attainment of any or all of the powers of the Society.

ARTICLE 6 - MEMBERSHIP

1) Membership-A person shall become a member upon being issued with a valid certificate of membership, signed by the President of the Society, upon meeting all requirements for membership.

2) Honorary Member

- a) Where the Council considers that a person, not being a member of the Society has rendered special services to the Society or the Public Relations profession, the Council may invite such a person to become an Honorary Member of the Society.
- b) A person shall be confirmed as honorary member by the Annual General Meeting of the Society.
- c) An Honorary Member shall have no voting rights in the Society.
- d) Honorary Members shall be entitled to use the designation **Hon. MPRSK** respectively after their names and to hold a certificate of honorary membership.
- e) Honorary Members shall not be required to pay any annual subscription fees or meet annual Continuous Professional Development (CPD) points.

3) Fellow

- a) The Council shall be empowered in a manner hereinafter mentioned to confer fellowships upon members in recognition of their exemplary service and contribution in the public relations and communication management profession as defined by the Society from time to time. They shall have at least ten consecutive fully paid up years of membership.
- b) Nominations for fellowship shall be considered provided they are made by at least two fellows or members one of whom shall be a member of the Council.
- c) Fellows shall be entitled to a fellowship certificate, to use the FPRSK after their names and to exercise full voting rights in the affairs of the Society.
- d) Fellows shall not be required to pay annual subscription fees or meet annual Continuous Professional Development (CPD) points.

4) Full Member

- a) Individuals who at the date of their application have attained the majority age and whose applications are acceptable to the Council provided that:
 - i) They have had two consecutive years' experience in the practice of public relations and communication management and can satisfy the Council as to their professional competence or
 - ii) They have been engaged full time in public relations and communication management and are qualified to undertake the practice or

- iii) They have no experience but have been awarded academic qualification recognized by the Society in Public Relations and Communication Management.
- b) Full members shall be entitled to use the designation **MPRSK** after their names and a certificate of full membership shall issue and will exercise voting rights.
- c) Members shall retain this category of membership provided that they have paid annual subscription fees and have attained 60 Continuous Professional Development (CPD) points in each preceding year of membership towards their accredited practitioner status and/or as may be determined from time to time by the Society.

5) Associate Member

- a) Individuals who do not qualify as full members but are connected with public relations and communication management as a profession and satisfy The Council as to their eligibility in this respect.
- b) Associate members shall be entitled to use the designation **AMPRS**K after their names and a certificate of associate membership shall issue and will exercise no voting rights.
- c) Associate membership does not automatically ensure the transfer to full membership of the Society unless the criteria for full membership described under clause (4) above applies.

6) Student Member

- a) Student members shall be open to individuals undertaking studies in public relations or related courses and have satisfied The Council that they intend to pursue a career in public relations and communication management.
- b) Student members will be entitled to retain such membership for a maximum period of five years from the date of admission to an institution of higher learning recognised by the Society.
- c) Student members shall be entitled to use the designation **SMPRS**K after their names and a certificate of student membership shall issue. They will exercise no voting rights.
- d) The Student Members admission to any other category of membership is subject to criteria set for such other categories.

ARTICLE 7 – ANNUAL SUBSCRIPTION

- 1. Every member shall pay an amount as annual subscription as shall be agreed from time to time.
- 2. The annual subscription fee shall be due by the 31st of January every year.
- 3. A grace period of two (2) months shall be allowed for any member who fails to pay the annual subscription on the date indicated in (2) above, during which the member shall be suspended.
- 4. Any member who will have not paid the annual subscription fee, two (2) months after the due date indicated in (2) above shall be removed from membership.
- 5. A member removed under (4) above shall be reinstated upon payment of full subscription and any penalty as shall be set by the council and approved by members at the Annual General Meeting.

ARTICLE 8 – CESSATION OF MEMBERSHIP

Membership in the Society shall be terminated on:

- a) Voluntary Withdrawal; or

- b) Death; or
- c) Expulsion; or
- d) Bankruptcy or Certifiable Insanity; or
- e) A vote of the membership at the next General Meeting following suspension by the Council of a member for any violation and or misconduct otherwise prejudicial to the Society's interests.

ARTICLE 9 - VOLUNTARY WITHDRAWAL FROM THE SOCIETY

- 1) Any member desiring to withdraw from the Society shall give a two month written notice of the intended resignation to the Secretary of the Council.
- 2) The resignation shall take effect from the date of expiry of the notice, provided that the member has cleared all commitments made by him/her to the Society and has handed over all the properties of the Society in his/her possession during the period of notice.

ARTICLE 10 – REMOVAL FROM MEMBERSHIP

- 1) Any member who falls into arrears with his/her annual subscription as provided under Article 7(4) shall be removed from membership. The Council may, however at its discretion reinstate such a member on payment of the total amount of subscription outstanding and any penalty as provided under Article 7(5).
- 2) A member may be removed from membership in a General Meeting of the Society under circumstances and procedure provided at Article 12 below.

ARTICLE 11 - SUSPENSION FROM MEMBERSHIP

The Council shall have power to suspend a member following the procedure provided under Article 12 on the grounds that the member:

- a) Wilfully fails or refuses to comply with the Society's Code of Professional Conduct or has contravened any of the provisions of this Constitution.
- b) Fails to contribute regularly as shall be obligated under the Society's Code of Professional Conduct of this Constitution.
- c) Acts in any way detrimental or prejudicial to the interests of the Society;
- d) His conduct has adversely affected the reputation and dignity of the Society.

ARTICLE 12 - SUSPENSION AND EXPULSION PROCEDURE

Upon formal written announcement that a member has committed an offence punishable by expulsion:

- a) The Council shall forward the matter to the Disciplinary Committee constituted under Article 28;
- b) The Disciplinary Committee shall give the member a written notice within fifteen (15) days stating the offence he/she is alleged to have committed and give him/her a further fifteen (15) days to prepare his/her defence if any;
- c) Upon the expiry of thirty (30) days, the Disciplinary Committee shall grant the member a hearing;
- d) After considering all evidence adduced, the Disciplinary Committee shall recommend to the Council that the member either be suspended or expelled from the Society;

- e) If the member is aggrieved by the decision or recommendation of the Disciplinary Committee, he/she may appeal to the College of Fellows constituted under Article 25 against the decision by giving notice and grounds of appeal not more than fifteen (15) days after the decision is communicated to the Council;
- f) Upon hearing the matter, the College of Fellows may:
 - i) Lift the suspension or expulsion unconditionally;
 - ii) Lift the suspension or Expulsion with conditions including but not limited to imposing any fine as it may deem fit
 - iii) Confirm the suspension or expulsion of the member;
 - iv) Take other lawful action that the College of Fellows shall deem fit.
- g) The decision of the College of Fellows shall be final.

ARTICLE 13 - EXPELLED MEMBERS

- 1) A person expelled from membership of the Society may re-apply for membership provided that such a person shall only be re-admitted as a member with the authority of the College of Fellows.
- 2) Any person who is expelled from membership is NOT entitled to a refund of any moneys Contributed by him/her to the Society.

ARTICLE 14 - CODE OF PROFESSIONAL CONDUCT

- 1) The Society shall in pursuance of the objects stated, lay down a code of professional conduct.
- 2) Such a code shall be approved by the Society and shall form an appendix to this constitution.
- 3) The said code maybe amended from time to time by resolution of a general or special meeting of the Society, and shall be amended/passed upon the approval of two thirds of the full members present in such a meeting.
- 4) All members of the Society shall subscribe to and uphold the code of professional conduct.

ARTICLE 15 - OFFICE BEARERS

- 1) The office bearers of the Society shall be:
 - a) The President
 - b) The Vice President
 - c) The Secretary
 - d) The Assistant Secretary
 - e) The Treasurer
 - f) The Assistant Treasurer
 - g) Three (3) Representative Council Members
- 2) All office bearers shall be full members of the Society. Any office bearer who ceases to be a full member of the Society shall automatically cease to be an office bearer, and all office bearers shall be subject to the rules in respect of membership outlined under Article 6(4).

- 3) In the event of death or resignation of an office bearer, the Council may coopt a full member to act in his/her place to fill the vacancy and shall hold office until such a time as the next general or special meeting of the Society is held.
- 4) Office bearers shall be elected at a general meeting of the Society as stipulated in Article 17.

ARTICLE 16 - DUTIES OF OFFICE BEARERS

1) The President

- a) A member shall qualify to run for President if he/she:
 - i. Has been a office bearer for at least one term;
 - ii. Has at least 5 consecutive years of fully paid up membership.
- b) The President:
 - i. Shall be the Council head and spokesperson of the Society. The President shall provide leadership to the Society and shall, unless prevented by illness or sufficient cause, preside over all meetings of the Council and at all general meetings;
 - ii. Shall have a casting vote in the Council meetings.

2) The Vice President

- a) A member shall qualify to run for Vice President if he/she has been a fully paid up member for at least 4 consecutive years.
- b) The Vice President shall perform any of the duties of the President in his absence or such other duties as maybe assigned to him/her by the Council or the President.

3) The Secretary

- a) A member shall qualify to run for Secretary if he/she has been a fully paid up member for at least 3 consecutive years.
- b) The Secretary:
 - i. Shall deal with all the correspondence of the Society under the general supervision of the Council;
 - ii. In case of urgency where the Council cannot be consulted, shall consult the President, or if he/she is not available, the Vice President. The decision reached will be subject to ratification or otherwise at the next Council meeting;
 - iii. Shall issue notices convening meetings of the Society, and shall be responsible for keeping minutes of all proceedings and records and generally for the satisfactory administration of the affairs of the Society;
 - iv. Shall also maintain a register of members in compliance with this Constitution.

4) The Assistant Secretary

- a) A member shall qualify to run for Assistant Secretary if he/she is a fully paid up member for at least 3 consecutive years.
- b) The Assistant Secretary shall perform any of the duties of the Secretary in his/her absence or such other duties as maybe assigned to him/her by the Council or the Secretary.

5) The Treasurer

- a) A member shall qualify to run for Treasurer if he/she has been a fully paid up member for at least 3 consecutive years.
- b) The Treasurer:
 - i. Shall receive and disburse under the direction of the Council moneys belonging to the Society and shall issue receipts for all moneys received by him/her and preserve vouchers for all money paid by him/her;
 - ii. Shall be responsible to the Council and to the members to ensure that proper books of account of all moneys received and paid by the Society are written, preserved and kept available for inspection.

6) The Assistant Treasurer

- a) A member shall qualify to run for Assistant Treasurer if he/she is a fully paid up member for at least 3 consecutive years.
- b) The Assistant Treasurer shall perform the duties of the Treasurer in his/her absence or such other duties as may be assigned to him/her by the Council or the Treasurer, except acting as the Signatory to the Bank Account of the Society unless expressly appointed by the Council for this purpose.

7) Three (3) Representative Council Members

- a) A member shall qualify to run for Representative Council Member if he/she is a fully paid up member for at least 1 year.
- b) Representative Council Members shall undertake specific duties assigned to them and shall represent any specific interests required of them by the Society or the Council.

ARTICLE 17 – ELECTION OF OFFICE BEARERS

- 1) All the members elected to be office bearers will serve for one term after which another election will be held in a general meeting. A term shall be two (2) years.

Provided that the positions of President, Treasurer and Assistant Secretary in one cluster, and those of Vice President, Secretary, Assistant Treasurer and Representative Council Members in another cluster shall be voted in alternate years.

- 2) An office bearer is eligible to serve a maximum of two (2) terms in the same capacity, and is eligible to seek election in a different capacity beyond the two (2) terms.
- 3) Any candidate wishing to contest for election for any office shall be proposed and seconded by full members of the Society at least fourteen (14) days prior to the election date. In the event of there being more than one nomination for any particular office, elections shall be conducted.
- 4) **All elections shall be conducted by secret ballot on the basis of one member one vote.**
- 5) **The Society may choose to conduct its balloting electronically (refer to Subsection 9) or by paper ballot for paid up members physically present at the time of the voting.**
- 6) The conduct of elections shall be by simple majority. An observer who is not a member of the Society will be selected to observe elections to ensure free and fair elections for members. This

individual must be of high integrity and a respected member in society and shall be proposed by the Council and ratified by members at a special or general meeting preceding the election.

7) **Electronic Voting**

- i. **Subject to this section, the Society may establish an integrated electronic electoral voting system that enables electronic voter identification, voting and electronic transmission of results.**
 - a) **The Society shall, for purposes of subsection 8(1), develop a policy on the progressive use of technology in the electoral process.**
 - b) **The Society shall ensure that the technology in use under subsection (1) is simple, accurate, verifiable, secure, accountable and transparent.**
 - c) **The voting process shall be complete upon a voter casting their vote for all vacant positions on the ballot.**
 - ii. **Voters' register and Inspection and Verification of voters' register**
 - a) **The Voters register shall close fourteen days (14) days before the next Annual General Meeting and the names therein shall be eligible to vote on condition that the members have fully paid up their subscriptions and are in good standing.**
 - b) **Any member who makes payment after the close of the register shall not be eligible to vote.**
 - c) **The election team shall inspect the register for authenticity, validity, and integrity immediately after the close of the register.**
 - d) **The approved nominated candidates by Council shall inspect the voters register on closure of the register but after validation by the Returning Officer.**
 - iii. **Electronic scrutiny and voting system**
 - a) **The *eligible voters* shall have TWO (2) voting days prior to the annual general meeting.**
 - b) **The Society will facilitate an electronic scrutiny of the voter details by the membership fourteen days (14) before the close of the voter register.**
 - c) **The access to the voting system shall be limited to the Returning Officer with proper log in controls put in place.**
 - d) **At any given time, there shall be NO more than one person logging in at any given point, other than the Returning Officer and any other scrutineer and or the system administrator.**
- 8) **An employee of the Society shall not be eligible to vie for a council position while still employed by the Society. Upon exit from the Society, the employee must have a cool off period of one (1) year from the date of resignation or retirement before being eligible to vie for any Council position.**

ARTICLE 18 - SUPERVISION OF ELECTIONS

- 1) The elections for the membership of the Council shall be conducted by such body as the Council may propose and approved by a special or general meeting preceding the election.
- 2) **The electoral body shall be responsible for authenticity, validity and integrity of the voters register and shall have oversight over the electoral medium and electoral process.**
- 3) The electoral body approved to supervise the elections shall be charged with the duty of clearing candidates and issuance of nomination certificates.

- 4) The body shall also supervise the voting and conduct vote counting and declaration of the winners for the various positions.

ARTICLE 19 – ELECTIONS APPEALS COMMITTEE

- 1) There shall be an Elections Appeal Committee consisting of three (3) Fellows constituted by the College of Fellows.
- 2) The functions of the Elections Appeals Committee shall be:
 - a) To hear and determine any petitions arising from elections.
 - b) To mediate and settle any conflict between opposing parties arising from the elections.
 - c) Deal with any other issues arising from the elections that shall be referred to it.

ARTICLE 20 – ELECTION APPEALS

- 1) Any person wishing to challenge the election of an Office Bearer shall do so by submitting a written petition to the Elections Appeals Committee within seven (7) days of elections.
- 2) The petition shall lay out the grounds upon which the party relies to challenge the election.
- 3) Upon receipt of the petition, the Elections Appeals Committee shall sit and determine the matter within seven (7) days.
- 4) In determining the election appeal, the Committee may call for any evidence or testimonies from members as it deems fit.
- 5) The decision of the Elections Appeals Committee shall be final.
- 6) If the Elections Appeals Committee cancels elections of any position, a by-election shall be held in a special general meeting called within 45 days of the cancellation.

ARTICLE 21 - THE COUNCIL

- 1) The Council shall consist of the office bearers of the Society, and three (3) representative council members elected at the annual general meeting.
- 2) The Council shall meet at such times and places as it shall resolve, but shall not meet less than once in any three months.
- 3) Any office bearer who shall miss three (3) consecutive Council meetings shall automatically cease to be an office bearer.
- 4) The Council until the next Annual General Meeting of the Society shall fill any casual vacancies arising within the Council.
- 5) The Council shall have power to co-opt any person or institution who the Society feels would make positive contribution to its objects.
- 6) The quorum for the Council meetings shall be five (5) members.

ARTICLE 22 - DUTIES OF THE COUNCIL

- 1) The Council 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, and in conformity with the constitution and/or rules of the Society, they shall perform their duties.
- 2) The Council shall have power to appoint such Committees as it may deem desirable to make reports to the Council, upon which action shall be taken as seems to the Council desirable.

- 3) The Council shall also have the power to nominate individuals to represent the interests of the Society on any Task Force or other external Council or body that may be incorporated or set up from time to time.
- 4) The Council may at its absolute discretion admit as Patron, person(s) whose accomplishments will make a major contribution to the profession, increase the common good and reflect credit on the Society. The Patron(s) shall not be required to pay entrance fees or annual subscriptions and shall have all the rights and privileges of membership except the right to vote. Past and present Patron(s) shall remain Honorary Members.
- 5) The Council shall also be able to appoint and/or employ individuals and/or enter into contracts for the provision of services for and on behalf of the society on such terms and conditions, without limitation terms as to payment and/or remuneration, as the Council shall in its sole discretion determine, provided that any such appointments and/or contracts may be terminated by the Society by way of resolution of the Council.
- 6) Except as otherwise specified herein, the Council shall authorize moneys disbursed on behalf of the Society.
- 7) The Council may from time to time, subject to the approval of the Society's general meeting, make, vary, or revoke by-laws and/or a code of conduct for the regulation of the internal affairs of the Society, conduct of the members, conduct of its elections and conduct of its aims, objects and activities. All by-laws and/or codes of conduct shall be submitted to the general meeting for approval and shall be binding on the members of the Society.
- 8) No member of the Council shall be held personally liable for any acts done or carried out in good faith on behalf of the Society.

ARTICLE 23 – REMUNERATION OF OFFICE BEARERS

The members of the Council shall be entitled to remuneration and/or shall be reimbursed for expenses incurred in the course of their duties as officer and/or Council members of the Society provided that any remuneration shall be first approved by the members at a Special or Annual General Meeting.

ARTICLE 24 - VACATION AND REMOVAL OF OFFICE BEARERS

- 1) A member of the Council shall cease to hold office if he/she ceases to be a member of the society or by resignation or removal from the Council.
- 2) A member shall also cease to hold office under circumstances provided in Article 21(3) above.
- 3) The Council members by majority vote may temporarily remove any office bearer who violates the law, the rules made hereunder, or for any other good and sufficient cause.
- 4) No person may be removed until the person has been informed in writing of the reasons for his proposed removal and until the person has been given the opportunity to appear before the Council to defend the allegations made against him/her.
- 5) These conditions do not preclude the Council from temporarily suspending the person or persons and removing them from their positions in order to protect the well-being of the Society until such time as a final determination is made at a General Meeting;
- 6) Any office bearer who is expelled or withdraws from membership or whose membership is terminated shall be deemed removed from the Council.

- 7) The Council shall by a majority vote of the office bearers then holding office co-opt a member of the society to fill any vacancy arising in the Council.
- 8) Casual appointments by the Council to fill vacancies arising under this section shall be valid only until the next General Meeting.
- 9) At the General Meeting, the members shall elect a member to serve for the remainder of the unexpired term or confirm the co-opted member.

ARTICLE 25 – COMMITTEES

- 1) There shall be committees to assist the Council in the management of the affairs of the Society.
- 2) In constituting the committees the Council may co-opt members of the Society not in the Council.
- 3) At all times, the chairperson of a committee shall be a member of the Council.

ARTICLE 26 - EXECUTIVE COMMITTEE

- 1) The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.
- 2) The Head of Secretariat of the Society shall be the Secretary to the Executive Committee.
- 3) The Executive committee shall be charged with the day to day running of the Society.
- 4) The Executive Committee shall meet as regularly as possible for purposes of dispensing its duties.

ARTICLE 27 – COLLEGE OF FELLOWS

- 1) A College of Fellows shall comprise of members in the class of Fellows.
- 2) The College shall have a Chairperson, elected by the Fellows, and shall by simple majority and out of its own motion elect one of its Fellows or one of the Office Bearers, to act as its Secretary during any of its meetings or from time to time as the College decides, and in default of this selection the Head of Secretariat shall act as its Secretary. In the event that one of the Office Bearers or the Head of Secretariat acts as the Secretary, his/her duties shall be limited to administrative functions.
- 3) The functions of the College of Fellows shall include:
 - a) To advise the Council on matters relevant to the objectives, policies and activities of the Society.
 - b) To advise the Council on matters of professional ethics including the role and implementation of the Society Code of Conduct.
 - c) It shall be the appellate body for decisions made by Disciplinary Committee.
 - d) To resolve any electoral disputes.
 - e) To mediate any conflict arising between members of the Council or the general membership.
 - f) To advise on any matters specifically referred to it by the Council.
- 4) The College shall hold a meeting with the Council at least once every year and any other time as they may deem appropriate.

ARTICLE 28 – THE PUBLIC RELATIONS DISCIPLINARY COMMITTEE

- 1) The Public Relations Disciplinary Committee shall be an independent body.
- 2) The membership of the Public Relations Disciplinary Committee shall be:
 - i. Two members of the Society, not being members of the Council but having been fully paid up members for at least 5 years, appointed by the Council.
 - ii. One person, not a

member of the society, but having a demonstrated understanding of the law and the Public Relations and Communication profession.

- 3) The Disciplinary Committee shall be charged with the duty of investigating, hearing and determining any cases touching on membership and the breach of Code of Conduct by a member(s).
- 4) The decisions of the Disciplinary Committee shall be communicated to the Council, who shall then inform the member(s).
- 5) Any member(s) aggrieved by the decision of the Disciplinary Committee may appeal to the College of Fellows within 7 days of the decision having been rendered.

ARTICLE 29 – MEETINGS

There shall be three classes of meetings, namely:

1) Council Meetings

- a) These will involve all Council members to discuss the issues concerning the Society as would always be appropriate and in the spirit of the Society's objectives.
- b) They shall be chaired by the President of the Society.
- c) During these meetings, reports of the various committees shall be presented and deliberated.
- d) They shall be held at least four times in the year.

2) Executive Committee Meetings

These shall be held as regularly as it shall be deemed fit for purposes of handling the business of the society.

3) General Meetings

There shall be two classes of general meetings- Annual General Meetings (AGM), and Special General Meetings (SGM).

a) Annual General Meetings

- i. The annual general meeting shall be held not later than the 30th of December in each year.
- ii. Notice in writing 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 advertisement not less than 14 days before the date of the meeting.
- iii. Any member that may have an agenda he/she wishes discussed at the Annual General Meeting shall communicate in writing to the Secretary within 7 days after the issuance of notice for the meeting.
- iv. The agenda for any Annual General Meeting (AGM) shall consist of the following:- ➤
 - Confirmation of the minutes of the previous annual general meeting.
 - Consideration of the accounts.
 - Election of office bearers, committee members.
 - Appointment of auditors as laid down in this constitution and the accompanying by-laws.
 - Such other matters as the Council may decide.

- Any other business with the approval of the President.

b) Special General Meetings

- i. A special general meeting may be called for any specific purpose by the Council. Notice in writing of such meeting shall be sent to all members not less than 21 days before the date of such meeting.
 - ii. A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than 1/3 of full members and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as permitted under this constitution and no matter shall be discussed other than that stated in the requisition.
- c) Quorum for General Meetings shall be not less than 10% of paid up members of the society.

If no quorum for a General Meeting is obtained, the Council shall call for a further meeting, which shall be held not more than three (3) months 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 members who are present.

- d) Any decision taken by the majority at members' meetings shall be binding to all members present, absent and objecting.

ARTICLE 31 - PROCEDURE AT MEETINGS

- 1) **All categories of Society meetings (Annual General Meeting or Special General Meeting) may be transacted physically or electronically depending on the prevailing circumstances.**
- 2) At all meetings of the Society, the President or in his absence, the Vice-President, or in the absence of both these office bearers, a full member selected by the meeting shall take the chair.
- 3) The President may at his/her discretion limit the number of persons permitted to speak in favor of or against any motion.
- 4) Except as otherwise provided for in these rules, resolutions shall be decided by simple voting by a show of hands by full members. In case of equality of votes, the President shall have a second or casting vote.

ARTICLE 32 – BANK ACCOUNT SIGNATORIES

The signatories to the Society's Bank Account shall be the Treasurer and any of the following:

- a) The President
- b) The Vice President

ARTICLE 33 - THE SOCIETY FUNDS

The Society funds shall be sourced from:

- a) Members registration fees and subscriptions
- b) Training revenues
- c) Consultancy services

- d) Donations
- e) Investments
- f) Members contributions
- g) Any other legal source

ARTICLE 34 – FUNDS

- 1) The funds of the Society may only be used for the following purposes:
 - a) furtherance of the objects of the Society; and
 - b) charitable purposes approved by the Council
- 2) 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 Society in the bank or banks approved by The Council.
- 3) No payments shall be paid out of the bank account without a resolution of the Council authorizing such payment and all cheques on such bank account shall be signed by the Treasurer and the President or Vice-President of the Society.
- 4) The Council shall have the power to suspend or remove any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Society, subject to the provisions laid out under Article 24 of this Constitution.
- 5) The financial year of the Society shall be from 1st January to 31st December. All annual subscriptions for any one-year shall be due and payable on or before 31st January of each year, subject to Article 7(3). The annual subscription shall be paid in a single payment and shall not be paid by way of installments or otherwise unless approved by the Society at a General Meeting.

ARTICLE 34 - AUDITOR

- 1) An auditor shall be appointed for the following year by the Annual General meeting.
- 2) All the Society's accounts, records and documents shall be open to the inspection of the Auditor at any time.
- 3) The Treasurer shall produce an account of his receipts and payments, and a statement of assets and liabilities made up to date which shall be not less than six weeks and not more than three months before the date of the annual general meeting.
- 4) The Auditor shall examine such annual accounts and statements and either certify 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.
- 5) 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. An Auditor may be paid such honorarium as may be resolved by the annual general meeting appointing him/her.
- 6) No auditor shall be an office bearer or a member of The Council of the Society.

ARTICLE 35 - INSPECTION OF ACCOUNTS, LIST OF MEMBERS AND REGISTERS

- 1) The books of account, documents relating thereto and a list of members and registers of the Society shall be available for inspection at the registered office of the Society by any member on giving not less than seven (7) days' notice in writing to the Society.
- 2) The Council shall publish the list of members once every year, on 31st March.

ARTICLE 36 - AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Society including amendments to the code of professional conduct must be approved by at least a two-thirds majority of full members present at a general meeting of the Society. Amendments to the constitution, however, cannot, however be implemented without the prior consent in writing of the Registrar of Societies obtained upon application to him/her made in writing and signed by three of the office bearers.

ARTICLE 37 - DISSOLUTION

- 1) 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 full members present. The quorum at such a meeting shall be 67% of paid up membership of the Society. If no quorum is obtained, the proposal for dissolution of the Society shall be submitted to a further meeting, which shall be held not more than three (3) months 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 10% of full members.
- 2) Provided however that no dissolution shall be affected 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.
- 3) When the Registrar has approved the dissolution of the Society , no further action will be taken by The Council or office bearers in connection with the aims of the Society other than to get in and liquidate for cash all the assets of the Society. Subject to the payment of all debts of the Society, 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.

ARTICLE 38 – TRANSITIONAL CLAUSES

- 1) This Constitution shall be enforceable upon ratification by members and subsequent lodging of the document with the Registrar of Societies.
- 2) The provisions of Article 17(1) shall be implemented after the first election under this Constitution.