



CONSTITUTION

2015-2018



KENYA ASSOCIATION OF PHARMACEUTICAL INDUSTRY

kapi

kapi



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CONSTITUTION.

PREAMBLE:

Committed to the delivery of quality products to the health care delivery system eg:

Believing that the Healthcare Practitioners (HCP's) should have available to them at all times those products that they, the Healthcare Practitioners, decide are in the best interest of their patients' health;

Contending that only through the orderly operation of a free enterprise system can this be achieved;

Endorsing the concept that only when the Healthcare Practitioners have a full and complete range of pharmacological agents and medical technologies at their disposal can the best interests of the health care of the community be served;

Recognizing that it is only through the professional judgment of a trained Healthcare Practitioner that the correct assessment of the patient's needs can be made and the professional choice made for the correct drug to be administered for recovery and anything less than full availability of health care products is to deny the community access to the best availability of health care products and access to the best healthcare availability.

The Kenya Association of Pharmaceutical Industry hereinafter "KAPI" is committed to:

- a) The delivery of Efficacious, safe and high quality products to the health care delivery system.
- b) Take its responsible place in the healthcare system along with Healthcare Practitioners and the regulatory agents of the government for the benefit of the people of Kenya.

1. NAME.

The name of the Association shall be "Kenya Association of Pharmaceutical Industry".

2. OBJECTIVES.

- (i) The overall objective of the Association is to represent and to promote the interests of the health care industry in Kenya which shall embody;-
 - (a) To promote at all times the efficiency of the health care industry to ensure that medicinal products and health care technologies of the highest quality, safety and efficacy are readily available for the prevention, diagnosis and treatment of human and animal diseases.
 - (b) To make every endeavor to safeguard the public against exploitation by misleading advertisements, promotions and product claims by the adulteration of products and by other malpractices and to assist and co-operate with all appropriate authorities on such matters.
 - (c) To represent the views of the industry in all matters affecting the interest of members of the Association and/or assist in promoting or opposing departmental or Parliamentary legislation affecting the industry.
 - (d) To promote continued activity in the development of the industry with the co-operation and assistance of any party actively engaged or involved in the improvement of healthcare in Kenya through Research and Development of new innovative medicines, health technologies and allied products and the promotion, production and marketing of these products of reliable quality, safety and efficacy in accordance with locally and internationally defined standards of good practice.

- (e) To affiliate or co-operate with any organized bodies or institutions engaged in health care and pharmaceutical scientific research, public and professional health education and/or having objectives similar to those of the Association.
- (f) To take any lawful action incidental to or conducive to the attainment of the above objects.
- (ii) The Association shall be strictly non-political. It shall not be a trading organization, is neither formed for acquisition of gain nor shall it concern itself in any way with the domestic matters or sales policies of its members in so far as these contravene the accepted code of ethical practice.
- (iii) This constitution may be amended by a special resolution passed in accordance with the provisions of the by-law.
- (iv) The Headquarters of the Association shall be in Nairobi with branches as shall be deemed appropriate by the Executive Committee with the approval of members at a General Meeting.

RULES AND BY-LAWS

1. MEMBERSHIP.

- (i) The Association's membership shall be open, subject to the approval of the Executive Committee of the Association to companies as follows;
 - a) Original Equipment Manufacturers (OEM, being manufactures of medical devices and In-Vitro Diagnostics) or their representatives in Kenya.

- b) Kenyan companies engaged in the improvement of healthcare in Kenya through Research and Development of new innovative medicines, health technologies and allied products.
- c) Kenyan companies engaged in the manufacturing of pharmaceuticals according to internationally-accepted standards of good manufacturing practice and quality control.
- d) Foreign companies engaged in the manufacturing or marketing in Kenya according to internationally-accepted standards of good manufacturing practice and quality control and/or represented by a Kenyan company in Kenya.
- e) Kenyan companies involved in the distribution of products manufactured by companies in (a) and /or (b) above and which must conform to Code of Ethical Practice and Kenyan Law

A Kenyan company is one which is duly registered according to the Laws of Kenya.

- (ii) No company shall be entitled to become or to continue to be a member of the Association unless such company is and continues to fulfill the qualifications prescribed in sub-clause (i) hereof.
- (iii) All applicants for membership shall sign an application in such form as may from time to time be prescribed, and shall lodge the same with the Secretary of the Association. The Executive Committee shall consider each application, and may accept or reject any application by a majority of votes of those present, and shall not be bound to give any reasons for rejection of any application. Acceptance and rejection by the Executive Committee of any application for membership shall be subject to ratification by a majority of votes of members present at the next following general meeting.

- (iv) Each member shall receive a copy of the Constitution, By-Laws and a Code of Marketing Practice for Medical specialties and shall acknowledge receipt thereof to the Secretary. Such acknowledgement shall be deemed for all purposes an admission by such member that he is fully acquainted with the terms and conditions of the membership and until such acknowledgement is received by the Secretary the member shall not be deemed to be member and shall not be entitled to exercise any of the privileges of membership.
- (v) The Executive Committee shall cause to be kept a register of members of the Association and the Secretary shall enter therein the following particulars;
 - a) The name and address of each member.
 - b) The name of the person appointed to attend and vote at such meetings on behalf of the member, and the name of the two alternative representatives.
- (vi) Members shall comply with all provisions of the Constitution, By-Laws and Code of Marketing Practice for Medical and Veterinary Specialties and any alterations or additions thereto as may be made from time to time in general meetings.
- (vii) Every member shall appoint a person to attend as the representative of and vote for such member at any general meeting of the Association. Every member may appoint alternative representative in its place and shall notify the Secretary in writing of any such alteration.

- (viii) No member shall assign or transfer its membership or any of the rights, privileges or any of the benefits of the membership without the consent of the Executive Committee.
- (ix) Membership of the Association shall be deemed to begin when all the conditions of the clause have been complied with, and on payment of annual subscription fees. For fiscal purposes membership shall date from **1st January in each year.**

HONORARY MEMBERS

The Association shall invite certain distinguished personalities to be Honorary Members of the Association. All such invitations shall be recommended either by the Executive Committee or members of the Association for approval at the Annual General Meeting.

2. LIABILITY OF MEMBERS

- (i) Nothing in these Presents shall be deemed to constitute a partnership between the members of the Association or any of them.
- (ii) No member, councillor, committeeman or officer of the Association or any other person whatsoever shall have any power or authority either express or implied to pledge the credit of any member of the Association or to incur any liability of any description whatsoever on his, their or its behalf and it is upon the faith of this provision that all members shall be deemed to have joined the Association and to have accepted these By-Laws.

- iii) No member whether an officer or not or any committee shall have power or authority to pledge the credit or make any payments from the funds of the Association, unless a resolution specifically authorizing the particular expenditure and duly passed and minuted in the records of the Executive committee of the Association is made.

3. OFFICE BEARERS.

- (i) The Executive Committee, consisting of employees of member companies, shall, with the exception of the Treasurer and the Immediate Past Chairman, be elected at the Annual General Meeting.
- (ii) The Secretary will call for nominations when giving notice of the meeting; these nominations shall reach the Secretary not less than 48 hours before the start of the meeting and shall be signed by the proposer, seconder and nominee. If insufficient nominations are received, further nominations to fill remaining vacancies may be taken from the floor of the Annual General Meeting.
- (iii) The Executive Committee shall consist of a Chairman, Vice Chairman, six committee members and a Treasurer who shall be appointed by the Executive Committee as soon as possible after the Annual General Meeting at which the Executive Committee was elected and shall be an employee of a member company. The Treasurer shall have all the rights of an elected member of the Executive Committee including voting rights and inclusion in the quorum for meetings. The Committee shall have power to co-opt an additional member or members of the Association. Such member(s) shall not be entitled to have any voting rights at any meeting of the Executive.

4. THE CHAIRMAN.

The Chairman shall chair all meetings of the Executive Committee and all General Meetings. He shall provide general policy guidelines related to the affairs of the Association as expressly provided in the constitution. In his absence, the Vice-chairman shall chair the meetings. In the absence of both the Chairman and the Vice-chairman, the Executive Committee members shall select one of their number to chair the meetings.

5. THE VICE-CHAIRMAN.

The Vice-Chairman shall be selected from among members of the Executive Committee immediately before they begin their first meeting. He shall be depute by the Chairman to assist in the performance of his functions.

6. THE SECRETARY.

- (i) Appointment – The Secretary shall be elected at an Annual General Meeting on the recommendation of the Executive Committee and shall hold office for 3 years.. In the event of a casual vacancy in the office being filled during the year by the Executive Committee the next following Annual General Meeting shall confirm such appointment.
- (ii) The secretary shall act under general direction of the Chairman or in his absence the Vice-Chairman. He shall convene all meetings, stating in writing the business to be transacted thereat, and shall supply information to members on all matters connected with the Association.

- (iii) Duties – The duties of the Secretary shall be to keep correct records of all meetings of the Association. He shall give notice of all meetings in the manner prescribed and shall perform all other duties incidental to his office and shall also:-
- (a) Serve as the manager of the Association under order of Executive.
 - (b) Sit in on all meetings of the Executive Committee and record the proceedings thereof.
 - (c) Sign all cheques, notes and other instruments drawn by the Association necessary for the proper conduct of its business and procure such additional or counter signatures in accordance with these rules or the Resolutions of the Executive.
 - (d) Deliver to the Registrar of Societies all such returns as are required under the Societies Act.
 - (e) Keep a Register of Members of the Association showing their names and addresses.
 - (f) Give such security to the Executive as it shall require for the faithful performance of his duties in such amount and with such sureties and conditions as the Executive shall prescribe the premium (if any) for which shall be paid by the Association.
 - (e) Keep a Register of Members of the Association showing their names and addresses.

- (f) Give such security to the Executive as it shall require for the faithful performance of his duties in such amount and with such sureties and conditions as the Executive shall prescribe the premium (if any) for which shall be paid by the Association.

7. THE TREASURER.

The Treasurer shall in general ensure that proper accounting procedures are adhered to, and shall:

- (i) Keep on a proper accounting basis all the financial records of the organization;
- (ii) Open a bank account on the advice of the Executive Committee and ensure that all drawings from the account are countersigned either by the Chair man or the Vice-Chairman;
- (iii) Provide reports on the financial statement of the Association and audited accounts to the General Meeting.
- (iv) Have the custody and control of the cash securities, books of account and other valuable papers of the Association, such books and accounts to be at all times open for inspection of the members of the Executive.
- (v) Prior to the 31st January in each year prepare a statement of accounts of the Association for the previous year ended 31st December and retain a copy thereof in the office of the Association and upon request produce the same for inspection by any member.

- (vi) Give such security to the Executive as it shall require for the faithful performance of his duties in such amount and with such sureties and conditions as the Executive shall prescribe the premium (if any) for which shall be paid by the Association.
- (vii) As soon as possible, after receipt deposit all funds in his possessions in the Bank or Banks prescribed by the Executive.

8. THE EXECUTIVE COMMITTEE & ITS MEETINGS.

- (i) The Executive Committee of the Association shall meet as it may from time to time determine, and at such time and date as the Chairman, or in his absence the Vice-Chairman, may appoint. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Executive Committee.
- (ii) At all meetings of the Executive Committee four (4) voting members of the Committee shall constitute a quorum. Each member of the Committee shall have one vote, and in the event of an equality of votes the Chairman shall have a casting vote.
- (iii) The term of office of members of the Executive Committee shall be one (1) year.
- (iv) Casual vacancies occurring among members of the Executive Committee shall be filled by the Committee, and any person chosen to fill such vacancy shall retain his office only so long as the member whose place he has taken would have retained the same if no vacancy had occurred.

9. POWER OF THE EXECUTIVE COMMITTEE.

- (i) The Executive Committee shall have plenary powers in the management of the business and affairs of the Association including management of its property and funds in the application and disposal thereof.
- (ii) For the better exercise of its functions, the Executive Committee may establish one or more Sub-Committees of the Society in which it may vest such of its functions as it considers appropriate. Sub-committees may comprise members of the Executive Committee or others in the absolute discretion of the Executive Committee.
- (iii) The term of office of a Sub-Committee shall be one (1) year.
- (iv) The Terms of Reference of each Sub-Committee are more specifically provided for in the Schedules to this Constitution.
- (v)
- (vi) The Vesting of any function in a Sub-Committee shall not divest the Executive Committee of their function, and the Executive Committee may amend or rescind any decision of a Sub-Committee in the exercise of that function.
- (vii) The Sub-committees shall be headed by a Chairman to be elected by majority of the members.

- (viii) The Chairman of each of the sub-committees shall have the right to appoint any one of the members of his sub-committee as an alternate for meetings of the Executive committee which the Chairman is himself unable to attend. Such alternate shall have the same rights and privileges as the Chairman.
- (ix) There shall be the following Sub-Committees of the Association:
- The Research and Regulation Sub-Committee;
 - The Policy and Trade Sub-Committee;
 - The Communication and Public Relations Sub-Committee;
 - The Compliance Sub-Committee;
- (x) And such other Sub-Committees as may from time to time be established in accordance with these Rules or by a Resolution of the Executive, whose specific Terms of Reference shall be provided. The Chairman shall be an ex-officio member of all sub-committees of the Association, and the Vice-Chairman may deputize him at any meeting which the Chairman is unable to attend.
- (xi) The Sub-Committees shall be under the general directive of the Executive Committee and their decisions shall be subject to the ratification of the Executive Committee and adoption by the General Meeting the next month thereafter

10. DISQUALIFICATION OF OFFICERS.

- (i) An office bearer of the Association shall be deemed to have vacated his office on the happening of any of the following events:-
 - a) If he or the firm or company he represents ceases to be a member of the Association.
 - b) If he or the firm he represents becomes bankrupt or insolvent, or if the company he represents goes into liquidation or is wound up other than for purposes of reconstruction.
 - c) If he becomes of unsound mind or otherwise incapable of acting.
 - d) If he resigns his office.
 - e) If he is absent from three consecutive meetings of the Executive Committee without leave of absence.
 - f) If he exits from the pharmaceutical industry.
- (ii) If any member of the Executive Committee is absent from three consecutive meetings of the Committee, the Committee may declare that he has vacated his office.

11. THE SECRETARIAT

- (i) There shall be a Secretariat which shall be headed by the Executive Director, and its offices shall be situated at a place to be agreed upon by majority of the members present in the first General Meeting.
- (ii) The Secretariat shall comprise of the following sub-offices;
 - (a) Project Officer of Policy and Trade;
 - (b) Project Officer of Research;
 - (c) Project Officer of Communication and Public Relations;
 - (d) Finance Officer;
 - (e) Program Assistant.
- (iii) The Secretariat shall be responsible to the Executive Committee and the General Meeting and shall:
 - (a) Represent and act on behalf of the Association generally;
 - (b) Do all such acts as may be necessary for the efficient running of the Association;
 - (c) Keep a full, complete, and up to date record of the Association's affairs;

- (d) Keep minutes of the meetings of the Executive Committee and of the General Meeting;
- (e) Arrange for the meetings of the Association on instructions of the Executive Committee, or in special circumstances, on the instructions of the General Meeting;
- (f) Do all such acts as are necessary for the efficient and effective running of the Association's affairs.

12. ANNUAL GENERAL MEETING

The Annual General Meeting of the members shall be held not later than the last day of March of each year at such time and place as may be determined by the Executive Committee.

At such meetings the duly audited statement of the year ended 31st December immediately preceding and duly signed by the chairman shall be submitted to members. The Executive Committee for the ensuing year shall be elected and any other business transacted that may be deemed necessary or advisable in the interests of the Association or its members.

13. EXTRAORDINARY GENERAL MEETINGS.

- (i) The Chairman or Executive Committee may whenever they think fit, and the Chairman shall upon the requisition in writing by any ten or more members, convene an Extraordinary General Meeting. Such requisition shall state the purpose for which such meeting is desired to be called and should be left at the office of the Association.

- (ii) Upon receipt of such requisition the Chairman shall forthwith proceed to convene a General Meeting of members. If the Chairman does not proceed to convene the same within fourteen days from the date of requisition, the requisitioners may themselves convene the meeting.
- (iii) At any Extraordinary General Meeting convened on the requisition of members, only such business as is specified in the requisition shall be transacted at such meeting.

14. MONTHLY GENERAL MEETING

There shall be a General Meeting to be held every month on a date and at a place to be determined by the Executive Committee. All members shall attend.

15. NOTICE OF MEETINGS

Where possible, at least seven clear days before every meeting of members, each member shall have posted to him by the Secretary, a notice in writing and such notice shall specify the place and date and the hour of the meeting, and in case of special business, the general nature of such business shall be specified. The non receipt of such notice by any member shall not invalidate the proceedings at any General Meetings. DEMOGRAPHIC SHIFTS

16. PROCEEDINGS AT GENERAL MEETING.

- (i) No business shall be transacted at any general meeting unless a quorum of not less than ten (10) members is present at the commencement of such a meeting.
- (ii) If within thirty minutes of the time fixed for the commencement of the meeting a quorum is not present the meeting if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned at the discretion of the chairman.
- (iii) If during the course of a General meeting or Extraordinary General Meeting any member shall propose a vote of no confidence either in an officer or officers of the Association or indeed in the Executive Committee, such vote shall not be valid unless there is a quorum of 75% of the voting membership which shall include alternate or proxy votes. This provision allows for one vote per member Company.

17. ELECTION OF DELEGATES.

Delegates to represent the Association on any federation or council of employers or on any conference or deputation shall be elected by the Executive committee of the Association.

18. ANNUAL SUBSCRIPTION AND ENTRANCE FEE.

- (i) Each member shall, immediately upon admission pay to the Association an entrance fee of Kshs.100,000.00 or (if any)as the Association in general meeting may upon the recommendation of the Executive committee from time to time determine.

- (ii) The annual subscription covering the period from January 1st to December 31st payable by members shall be such sum or sums as the Association from the General meeting may from time to time determine. Any member to whom notice has been given in writing whose subscription is in arrears on April 30th of that year, shall automatically cease to enjoy all rights and privileges of membership until such fees are paid. The Association in a General Meeting may determine to increase or decrease the annual subscription retrospectively for the then current year. Any member who having received notice of an increase in the annual subscription fails to make payment of the same within two months of such increase having been determined, shall automatically cease to enjoy all rights and privileges of membership until such increase is paid, and shall not be entitled to any refund of any fees already paid.
- (iii) Members who are admitted to membership after the first day of January and before the 30th September in any year shall be liable for the full year's subscription. Members joining after 30th September in any year shall be liable to pay a prorated sum of the subscription fees.

19. LEVIES.

If further funds shall be required for any purpose, the Executive Committee shall convene an Extraordinary General Meeting of the Association to consider the question and such meeting, by a resolution passed by a majority of not less than three-fourths of the votes (as assessed below under Voting Powers). Levies of members present at such meeting personally or by proxy, may authorize the Executive committee to call for such further contributions from all members as the meeting may determine.

The amount to be paid by any one member in respect of a levy imposed shall bear the same proportion to the total amounts to be levied as the number of that member's representatives does to the total of all members.

In the event of a member having no representatives in his employ at the time of imposition of the levy, his contribution shall be calculated on the same basis as if that member employed one representative.

“Representative-“for the purpose of this rule is interpreted as an employee of the member.

A member may by giving notice at any general meeting of his intention to consider resignation because of the imposition of a levy, exempt himself from the payment of a levy in the event of his subsequent resignation.

Voting powers: Levies: In any vote on a proposed levy each member shall be entitled to cast the same number of votes as he has representatives, or lacking any representatives shall be entitled to cast one vote. Under no circumstance shall this provision for plural voting apply to any proposition to be placed before members in a general meeting other than that concerning the raising of a levy.

20. LEGAL REPRESENTATION.

The Association may be represented before any court, commission court of other tribunal in the interests of the Association or its members by any person whom the Executive committee may from time to time appoint and for this purpose the Executive committee may engage council, solicitors and other professional persons as they may think fit.

21. AUDITOR.

The Association shall at every Annual General Meeting appoint one auditor to hold the office for the ensuing year at a fee to be fixed. No member of the Executive committee shall be eligible to act as auditor.

22. NOTICES.

Any notice may be served by the Association on any member either personally, through electronic mail to addresses availed by members to the Secretary, or by sending it through the post in a prepaid letter addressed to such member at its registered address and every such notice shall be deemed to have been served at the time when it would in the ordinary course of post have been delivered.

23. ALTERATION OF CONSTITUTION/RULES AND BY-LAWS.

- (i) This Constitution/Rules and by-laws or any of them may be altered or amended or new constitution/Rules and by-laws adopted by a Special Resolution passed in accordance with By-law 24 hereof. Every such alteration or amendment or new constitution/rules and by-laws shall be binding on all members and shall come into effect subject to approval of the Registrar of Societies as from the date of such resolution as if the same was inserted and contained in the original Constitution/Rules and by-laws.
- (ii) Notice of intention to propose any such alteration amendment or addition shall be given in writing to the Secretary at least 28 days before the meeting at which it is intended to propose such alteration, amendment or addition, and shall be communicated by him to all members in the notice convening the meeting.

24. BREACHES OF CONSTITUTION AND BY-LAWS AND POWERS OF THE EXECUTIVE COMMITTEE IN RELATION THERETO.

- i. If any member of the Association shall in the opinion of a majority of the Executive Committee infringe any of the provisions of the Constitution or any of the by-laws of the Association, or be guilty of any act proceeding or practice which the Executive Committee may consider to be dishonorable or to be inconsistent with his position as a member of the Association or to bring discredit on the Association or to be otherwise inimical to its interests and objects, the Executive Committee may, by notice in writing, request the member to attend a meeting of the Executive Committee at a time and a place specified by the Executive Committee to answer the criticism of his conduct.

- ii. If after such a meeting at which the member shall be given every opportunity to justify the case of the criticisms, a majority of the Executive Committee considers that the member should cease to be a member of the Association, the Executive Committee shall request the member to resign within a time to be specified.
- iii. If the Chairman does not receive such resignation within the specified time, the Chairman shall instruct the secretary to call for an Extraordinary General Meeting of the members for the purpose of considering whether such a member should be expelled from the Association.
- iv. At such a meeting, the member whose expulsion is subject of the Resolution shall be allowed to offer an explanation verbally or in writing, of his conduct, and if there after three-fourths (3/4) of the members present in person or by proxy, and entitled to vote, shall vote for his expulsion he shall thereupon cease to be a member, always provided that the voting at any such Extraordinary General Meeting shall be by ballot.

25. RESIGNATION.

Any member wishing to resign from the Association must give one month's notice of his intention to do so, in writing to the secretary and such notice shall be accompanied by payments of all subscriptions, levies, fines, fees and dues of whatsoever description that may then be due and owing by the member. All subscriptions, fines, levies and dues which may subsequently accrue during the said one month's period must also be paid by the member; otherwise the notice shall not be binding on the Association. The membership of the member resigning shall terminate on the expiry of one month's notice, provided that the conditions laid down by this rule have been complied with.

26. SPECIAL RESOLUTIONS

A Resolution shall only be deemed to be special if put to a quorum of 75% of the voting membership and that Special Resolution shall only be deemed to be passed when approved by a majority of those present. For the purpose of interpretation voting membership shall include alternate or proxy votes. This provision allows for one vote per member.

ECONOMICAL TRENDS AND CHANGES

27. WINDING UP.

The Association may be wound up and dissolved by a special resolution passed at a meeting duly convened for that purpose and at such meeting the members present may by ordinary resolution determine the disposition of the surplus funds and assets of the Association.

28. INDEMNITY FOR SERVANTS.

The Chairman, vice-chairman, members of Executive, secretary and other officers, servants or agents of the Association may be defended and indemnified from and against any prosecution action or other legal proceedings brought against or incurred by him in the proper and reasonable discharge of his duties and all damages, costs and expenses which may be incidental to or result from such prosecution, action or other legal proceedings by and the costs of the Association and the funds and property of the Association shall be applied for such purpose at the discretion of Executive whose decision shall be final.

29. USE OF FUNDS.

- (i). Funds and assets of the organization shall be applied solely towards the promotion of the objects of the organization as set for in this constitution ; and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift, bonus or otherwise by way of profit to the member of the organization provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the organization or any member of the organization, in return or any services actually rendered to the organization, or prevent the payment of interest at a rate or money lent or reasonable and proper rent for premises demised or let by any member to the organization The Funds of the Association shall not be distributed among members for any purpose.
- (ii). The funds of the organization shall be banked in the organization's bank in a bank account chosen by the members.
- (iii). The signatories of the bank accounts for purposes of the fund utility will be the Treasurer and the Chairman or in his absence the Secretary.
- (iv). The inventory of assets, records and proprietorship documents of the organizations assets will be under the custody and accountability of the treasurer.

30. INSPECTION OF BOOKS.

Any member or person having an interest in the funds may inspect the books of the Association at any reasonable time upon giving three clear days' notice in writing to the Secretary.

31. COMMON SEAL.

The common seal of the Association shall be under the control of the Executive Committee and shall be retained in the custody of the Secretary. It shall not be affixed to any document except by authority of a resolution of the Executive who shall sign every document to which the seal of the Association is affixed in their presence.

32. INTERPRETATION OF RULES.

If at any time any matter shall arise not provided for in these rules or any doubt arise to the interpretation of these rules the same shall be determined by the Executive Committee whose decision shall be final.

FIRST SCHEDULE

TRANSITION

1. The Secretariat shall be established within 12 months of the date of the registration of this Constitution.
2. Upon establishment of the Secretariat, the Secretary shall also serve as the Executive Director and shall assume the roles and functions of the Executive Director.
3. The Executive Director shall serve as secretary to the Executive Committee..
4. Upon establishment of the Secretariat, the General Meeting will review the mode of appointment of the Secretary, the term of office and removal procedures of the Secretary.

SECOND SCHEDULE

EXECUTIVE COMMITTEE: TERMS OF REFERENCE

A) Purpose:

The purpose of the KAPI Executive Committee is to provide leadership and guidance to the KAPI membership towards the realisation of KAPI's mandate as articulated in the KAPI Constitution, KAPI's Vision and Mission Statements.

B) Functions: The core functions of KAPI's Executive committee are:

1. Leadership- provide strategic leadership, mapping out the strategic direction and implementing strategies necessary to maintain relevance and responsiveness of KAPI to the industry and people it serves.
2. Oversight- Provide leadership and supervisory oversight to the KAPI Secretariat.
3. Governance & Structures- Develop and establish modern management organisational operating structures for KAPI.
4. Develop, Implement, and oversee KAPI operational policies and procedures to enable the management, development and growth of KAPI.
5. Communication- Communicate KAPI's strategic direction and position on matters of interest to relevant stakeholders and collaborators
6. Supervision- Supervise KAPI Secretariat's Executive Director
7. Resource Mobilisation- Develop and implement a resource mobilisation strategy
8. Public Image- Be, and provide the 'face' of KAPI' to stakeholders and the public.

- C) **Accountability:** The KAPI Executive Committee is accountable to the KAPI membership as follows. Oversight and management of the Associations funds, resources and property both moveable and immovable.
- D) **Responsibilities:** The KAPI Executive committee is responsible for,
 - a. Ensuring that the Annual General Meeting is held as prescribed in the KAPI constitution.
 - b. Annual audit of accounts are carried out, published and presented to members for agreement and ratification.
 - c. All legal and statutory returns and submissions are made on time to the relevant government authorities (careful not to attract unnecessary penalties due to delays).
 - d. Strengthen communication to members.

E) **Technical Input**

The KAPI Executive Committee shall provide technical knowhow to the association and the sector in the following areas,

- i. Emerging trends in policy, science and technology relevant and affecting the industry.
- ii. Champion global standards of pharmaceutical industry practice.

- iii. Champion issues pertaining to local and regional health landscapes.
- iv. Position and leverage KAPI as a provider of expertise to national, Regional and Continental Governments and or bodies on healthcare.

F) Reporting:

The KAPI Executive Committee is elected by the membership; therefore, the committee shall report its business and performance to the membership that elected it into office.

- G) Operational Relationships: The Executive committee has the following relationships with the,
 - a. Committees of the Executive Committee- these are established to encourage the wider membership to engage in the association's activities diversify engagement in technical input and provide members with avenues and or forums to engage actively on matters/issues addressing their industry. The Committees established report to the Executive Committee
 - b. KAPI Secretariat headed by the Executive Director- is the implementing organ of the KAPI Executive Committee. The Secretariat therefore reports to the Executive Committee.

H) Composition Of the Executive Committee

The Executive committee shall comprise of nine office bearers as follows:

1. Chair
2. Vice Chair
3. Treasurer
4. Secretary
5. Four (4) Committee Members
6. Ex-Officio-Immediate Past Chair

THIRD SCHEDULE

RESEARCH AND REGULATION COMMITTEE: TERMS OF REFERENCE

A) Purpose:

The purpose of the committee on research and regulation is to enable KAPI to engage with the relevant healthcare stakeholders from an accurately informed position addressing issues in a proactive and responsive manner. The committee shall also enable the association keep abreast with the dynamic changes in the industry and healthcare sector.

B) **Functions:**

1. Identify and establish a system to respond to emerging diseases, trade and health policy issues for research.
2. Establish an IT platform for storing and disseminating information
3. Track and analyse emerging trends and make the appropriate responses.
4. Establish linkages with other affiliate organisations in research
5. Analyse and distil research relevance and propose local adoption and dissemination of information.

C) **Accountability:**

- i. The Research and Regulation Committee shall be accountable to the Executive committee as a sub-committee of the Executive Committee.
- ii. The Research and Regulation Committee through its Chair shall report its work and progress to the Executive Committee.

D) Responsibilities:

- a. The Research and Trade committee is responsible for providing technical expertise and input on research and regulatory matters that may affect or affect the association, industry and healthcare.
- b. The committee shall be responsible for the preparation of its annual work plan and budget estimate to enable it to implement its plan.
- c. The committee shall present its plan and budget to the Executive Committee for approval and facilitation of resources which shall be through the KAPI secretariat.

E) Technical Input:

- a. Provide research and analytical skills capacity to KAPI
- b. Conduct relevant and timely research and provide the knowledge to the appropriate committee for action and or take the appropriate action with the endorsement of the Executive Committee.
- c. Provide technological knowhow to interpret data and or results and Inform processes and systems.

F) Reporting:

- a. The Research and Regulation committee shall report to the executive committee.
- b. All necessary communication for and on behalf of KAPI to governments, their agencies and other stake holders, although information and or data be emanating from the work of the committee, shall be released by the Executive Committee on behalf of KAPI or, by delegation by the Executive committee by the chair of the committee after endorsement by the Executive Committee.

G) Operational Relationships:

- i. The Policy and Trade Committee shall engage and work as a sub-committee of the Executive Committee.
- ii. The Policy and Trade Committee shall work with the KAPI Secretariat, the secretariat providing logistical support to the committee to enable it to effectively carry out its responsibilities

H) Composition of the Committee:

The Board committee shall be comprised of a minimum of five (5) persons. Members of the committee shall agree/select who amongst them will take up the role of:

1. Chair
2. Co-Chair
3. Secretary
4. Member
5. Member

FOURTH SCHEDULE

POLICY AND TRADE COMMITTEE: TERMS OF REFERENCE

A) Purpose:

The purpose of the committee on policy and trade is to enable KAPI to engage with the relevant stakeholders on policy and trade matters in a timely and responsive manner. The committee shall also enable the association keep abreast with the dynamic changes on policy and trade as they occur.

B) **Functions:**

i.) Policy.

1. Be at the frontline on all matters of policy and trade affecting the industry.
2. Engage and develop policies with government and different stakeholders.
3. Participate in national, regional and continental pharmaceutical industry policy development.
4. Represent and articulate KAPI's position on policy matters in the different forums.
5. Champion issues resolution using various mechanisms such as position papers, which are endorsed by the Executive Committee.
6. Lead in key stakeholder engagement in matters of policy and trade.
7. Advocate for KAPI's position.
8. Anticipate emerging policy issues.
9. Coordinate with other committees.
10. Initiate policies to develop the healthcare sector and KAPI's position.

11. Collate information and feedback from members on pertinent issues and advise the Executive Committee on appropriate action to be taken by KAPI.

12. Inform and advocate national, regional and international governments on healthcare policies.

ii.) Trade.

a. Trade practice- promote ethical trade practice

b. Flag issues with the regulators

c. Collect data and information to influence ethical trade practices.

d. Lobby and advocate with government for the proper enforcement of current regulation.

e. Identify pertinent issues in the industry such as but not limited to:- Enforcement of current regulation by government agencies, Illegal trade, Duplicity in regulation

C) Accountability:

i. The Policy and Trade Committee shall be accountable to the Executive committee as a SUB-committee of the Executive Committee.

ii. The Policy and trade Committee through its Chair shall report its work and progress to the Executive Committee.

D) **Responsibilities:**

- a. The Policy and Trade committee is responsible for providing technical expertise and input on policy and trade matters that may affect or affect the association, industry and healthcare.
- b. The committee shall be responsible for the preparation of its annual work plan and budget estimate to enable it to implement its plan.
- c. The committee shall present its plan and budget to the Executive committee for approval and facilitation of resources which shall be through the secretariat.

E) **Technical Input:**

- i. Knowledge on regulation and policy emergency trends and their impact on healthcare and the industry.
- ii. Collate and collect evidence of illegal trade practices and present it to the relevant authorities for action.
- iii. Provide expertise in supporting improvement in the functions and links of the industry and health systems and sector.

F) Reporting:

- a. The Policy and Trade committee shall report to the executive committee.
- b. All necessary communication for and on behalf of KAPI to governments, their agencies and other stake holders, although information and or data emanating from the work of the committee, shall be released by the Executive Committee on behalf of KAPI or, by delegation by the Executive committee by the chair of the committee after endorsement by the Executive Committee.

G) Operational Relationships:

- i.) The Policy and Trade Committee shall engage and work as a sub-committee of the Executive Committee.
- ii.) The Policy and Trade Committee shall work with the KAPI Secretariat, the secretariat providing logistical support to the committee to enable it to effectively carry out its responsibilities.

H) Composition of Committee:

The Board committee shall be comprised of a minimum of five (5) persons. Members of the committee shall agree/select who amongst them will take up the role of:

1. Chair
2. Co-Chair
3. Secretary
4. Member
5. Member

FIFTH SCHEDULE

COMMUNICATION AND PUBLIC RELATION COMMITTEE: TERMS OF REFERENCE

A) **Purpose:**

The purpose of the committee on communication and public relations is to enable KAPI to engage with the relevant healthcare stakeholders in a coherent and responsive manner presenting accurate information and building sound relationships between KAPI its collaborators and stakeholders. The committee shall also enable the association to inform stakeholders and the public on matters of mutual interest. It will also keep the membership informed on pertinent matters concerning the industry and healthcare sector.

8) Functions:

1. Developing the KAPI communication strategy to be approved by the Executive Committee
2. Oversee the setting up of KAPI's website
3. Develop and oversee the implementation of media guidelines and engagement.
4. Raise KAPI's visibility- strategise 0 approaches, opportunities and oversee their realisation.
5. Develop and establish KAPI's corporate social responsibility (CSR) strategy.
6. Establish KAPI networking forums.
7. Develop KAPI partnership guidelines for approval and implementation by the Executive Committee.
8. Oversee and conduct partnership-mapping working with the secretariat.
9. Establish and oversee approaches, methods for engaging and maintaining the KAPI membership.
10. Articulate and provide positive media messaging

C) Accountability:

- i. The Communication and Public Relations Committee shall be accountable to the Executive committee as a sub-committee of the Executive Committee.
- ii. The Communication and Public Relations Committee through its Chair shall report its work and progress to the Executive Committee.

D) Responsibilities:

- a. The Communication and Public Relations committee is responsible for providing technical expertise and input on research and regulatory matters that may affect or affect the association, industry and healthcare.
- b. The committee shall be responsible for the preparation of its annual work plan and budget estimate to enable it to implement its plan.
- c. The committee shall present its plan and budget to the Executive Committee for approval and facilitation of resources, which shall be through the KAPI secretariat.

E) Technical Input:

The communication and public relations committee will provide the following technical input,

- i. Communication skills
- ii. Networking links and connections
- iii. Knowhow in dealing with the media
- iv. Advocacy and lobbying skills
- v. To inform CSR, needs assessment capacity and establishment of durable solutions.
- vi. Appropriate and engaging approaches, to leverage KAPI's visibility.

F) Reporting:

- a. The Communication and Public Relations committee shall report to the executive committee.
- b. All necessary communication for and on behalf of KAPI to governments, their agencies and other stake holders, although information and or data be emanating from the work of the committee, shall be released by the Executive Committee on behalf of KAPI or, by delegation by the Executive committee by the chair of the committee after endorsement by the Executive Committee.

G) Operational Relationships:

- i. The Communication and Public Relations Committee shall engage and work as a sub-committee of the Executive Committee.
- ii. The Communication and Public Relations Committee shall work with the KAPI Secretariat, the secretariat providing logistical support to the committee to enable it to effectively carry out its responsibilities.

H) Composition of the Committee:

The Board committee shall be comprised of a minimum of five (5) persons. Members of the committee shall agree/ select who amongst them will take up the role of:

1. Chair
2. Co-Chair
3. Secretary
4. Member
5. Member

SIXTH SCHEDULE

THE COMPLIANCE COMMITTEE: TERMS OF REFERENCE

A. Purpose:

The purpose of the compliance committee is to enable KAPI drive the promotion and embedding of ethical principles and practices in the pharmaceutical industry in Kenya.

The committee aims to:

- Build trust among both local and international stakeholders.
- Contribute to patient focused practices in the healthcare industry.

B. Functions:

Promote and support principles of ethical conduct and practices:

1. Ensure local standards are kept abreast of current and emerging global ethical trends in the industry.
2. Contribute industry expertise and foster collaborative relationships with local and global stakeholders to enhance trust in the industry and improve patient focus.
3. Drive a positive culture change in industry through the establishment of an independent ethics committee.

4. Develop awareness/educational programs for various stakeholders.
5. Facilitate open and transparent communication on key decisions and related events in industry
6. Utilize key learnings and feedback received to ensure continuous improvement in ethical practice

C. Accountability:

The Compliance Committee shall be accountable to the Executive committee as a sub-committee of the Executive Committee. The Compliance Committee through its Chair shall report its work and progress to the Executive Committee

D. Responsibilities:

- a. The Compliance committee is responsible for providing technical expertise and input on ethical and compliance matters that may affect or affect the association, industry and healthcare.
- b. The Compliance committee shall be responsible for the preparation of its annual work plan and budget estimate to enable it to implement its plan.
- c. The committee shall present its plan and budget to the Executive Committee for approval and facilitation of resources which shall be through the KAPI secretariat.

E. Technical Input:

- a. Provide ethics and compliance related capacity to KAPI

F. Reporting:

- a. The Compliance Committee shall report to the Executive Committee. All necessary communication for and on behalf of KAPI to governments, their agencies and other stake holders, although information and or data be emanating from the work of the committee, shall be released by the Executive Committee on behalf of KAPI or, by delegation by the Executive committee by the chair of the committee after endorsement by the Executive Committee.

G. Operational Relationships:

- i. The Compliance Committee shall engage and work as a sub-committee of the Executive Committee.
- ii. The Compliance Committee shall work with the KAPI Secretariat. The secretariat will provide logistical support to the committee to enable it to effectively carry out its responsibilities.

H. Composition of the Committee:

The Board committee shall be comprised of a minimum of five (5) persons. Members of the committee shall agree/ select who amongst them will take up the role of:

1. Chair
2. Co-Chair
3. Secretary
4. Member
5. Member



KENYA ASSOCIATION OF THE PHARMACEUTICAL INDUSTRY

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