



CONSTITUTION

OF

THE UGANDA SOCIETY OF PROFESSIONAL
CHEMISTS

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CONSTITUTION

The Constitution of USPC is an evolving document that reflects the dynamics of Chemistry as a profession. This current Constitution became effective in the year 2010.

Copies of the Constitution are available at the USPC Secretariat at a nominal fee. A copy of this Constitution has also been posted to the Society's website at <http://www.uspc.or.ug/constitution.pdf>.

CONSTITUTION BYE-LAWS AND REGULATIONS

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PREAMBLE

The Objectives and Goals of the Uganda Society of Professional Chemists are to promote the general advancement of the science and practice of Chemistry and its applications, and to facilitate the exchange of information and ideas on those subjects amongst the members of the Society or otherwise, and for that purpose: -

- 1) To hold meetings of the Society for reading and discussing communications bearing upon Chemistry or the application thereof or upon subjects relating thereto.
- 2) To co-operate with Universities, other Educational Institutions and public Educational Authorities for the furtherance of Education and Training in Chemistry as a Science and its Practice.
- 3) To initiate research programmes and to co-operate with Government, private research Institutions and private individuals in promoting research into Chemistry as a Science and Technology.
- 4) To print, publish, sell, lend or distribute the proceedings or reports of the Society or any papers, communications, works or treaties on Chemistry or its application or subjects connected therewith.
- 5) To do all other things which the Council of the Society may think proper, including advising Government, Public Bodies and other organizations or individuals on matters concerning Chemistry.
- 6) To do all other things incidental or conducive to the attainment of the above objectives or any of them.

BYE - L A W S OF THE UGANDA SOCIETY OF PROFESSIONAL CHEMISTS

SECTION 1 DEFINITIONS

1.01 Definitions

“The Society” means The Uganda Society of Professional Chemists.

“Branch” means a division of the Society established under the provisions by Bye-Law 2.02.

“Branch Committee” means a Committee elected under the provisions of Regulation made under Bye-Law 14.02.

“Non-Resident” means outside Uganda.

“The Council” means the Council of the Society.

“Registered Address” means the address of a member for the reception of communications as given on the proposal for his election or transfer or subsequently varied by Notice in writing to the Hon. Secretary.

“Year” when occurring in Section 9 of these Bye-Laws means the period from any Annual General Meeting to the next succeeding Annual General Meeting.

SECTION 2 ORGANISATION

2.01 Headquarters of the Society

The Headquarters of the Society shall be located at Kampala until otherwise determined by the Council.

2.02 Council may establish branches

In order to further the aims and objectives of the Society the Council may at their discretion set up Branches of the Society in Uganda for the holding of meetings, for the reading of papers and for discussion on subjects, or for other activities, falling within the purview of the Society, and the Council shall have power to dissolve any such Branch at any time. Such Branches or other units shall function during the pleasure of the Council, and the Rules governing the conduct and management of affairs shall be approved by the Council under the provisions of Bye-Law 14.03.

2.03 Branches to be constituted in accordance with Guidance Notes Made by Council

Each Branch shall be constituted and its affairs shall be carried out in accordance with Guidance Notes to be laid down from time to time by the Council under the provisions of Bye-Law 14.02

2.04 Council Secretariat

The Council may establish a Secretariat to carry out such executive functions as are necessary to allow the Council to discharge its administrative responsibilities, and may appoint a Secretary who shall hold office during the pleasure of the Council and who shall perform such duties as the Council may set forth in the terms of their appointment.

2.05 Membership of Branches

Every member whose registered address is within the area of a Branch shall be deemed to be attached to that Branch and if he changes his place of residence to the area of another Branch he shall be transferred to that Branch.

2.06 Council may Establish Specialist Divisions

In order to further the aims and objects of the Society the Council may at their discretion establish Specialist Divisions of the Society. Membership of such Specialist Divisions shall be open to all members of the Society who declare that they are interested in the activities of the Division. Each such Specialist

Division shall be constituted and its affairs shall be conducted in accordance with Guidance Notes made from time to time by the Council under the provisions of Bye-Law 14.02

SECTION 3 **MEMBERSHIP**

3.01 **Classes of Membership**

The Society shall consist of:

- Honorary Fellows
- Fellows
- Associate Fellows
- Members
- Associate Members
- Students
- Companions
- Corporate Members

3.02 **Members of the Society**

The members of the Society shall consist of:

All persons from time to time elected or transferred to any class of membership who fulfill the admission criteria.

3.03 **Register of Membership**

The particulars of every member of the Society shall be entered in the Register maintained at the Headquarters and Website of the Society in the appropriate class of membership together with the name of the Branch (if any) to which he is attached and such other particulars as the Council may from time to time prescribe.

3.04 **Rights of Members**

The rights and privileges of each member of any Class shall be personal to himself, and shall not be transferable or transmissible by his own act, or by operation of Law.

3.05 Rights of a member limited to those of his class of membership

No Honorary Fellow, Fellow, Associate Fellow, Member, Associate Member, Student, Companion or Corporate Member shall by reason of membership of the Society, be entitled to any rights or privileges other than those which, by these Bye-Laws attach to the specific class of membership of the Society to which he belongs. Whenever the term "Member" is here used without qualification, it shall mean any person who is fully registered with the Society.

3.06 Members to Sign Membership Form

The Society may admit hereafter any person or organisation who may be qualified as Honorary Fellow, Fellow, Associate Fellow, Member, Associate Member, Student, Companion or Corporate Member and such person or organisation shall sign the Membership Form contained in the schedule hereto or such form to the like effect as may from time to time be authorized by the Council.

3.07 Visiting Membership

The Council may admit as a Visiting Member any person who, being a Member of a Chemistry Institution, Institute or Society recognized by the Council, is a bona fide visitor to Uganda. He shall take no part in the government of the Society and the period of his visiting membership shall not be extended beyond a maximum of six months in respect of any visit to Uganda.

SECTION 4 QUALIFICATIONS FOR MEMBERSHIP

4.01 Honorary Fellows

An Honorary Fellow shall be a person who shall have rendered conspicuous service to the Society or the profession of Chemistry or is eminent in Chemistry or in public service who shall be elected by the Council. Every such election shall be announced at the Annual General Meeting of the Society. Honorary Fellows shall be lifetime Members of the Society unless deregistered by the Council at their own discretion, and not more than two Honorary Fellows shall be elected in any one year.

4.02 Fellows

Every candidate for election as Fellow or transfer from Member to Fellow shall satisfy the Council that:-

- 1) He has been a member of the Society for a period of at least 1 year.
- 2) He has attained at least a Masters Degree from an institution recognized by the National Council for Higher Education of Uganda.
- 3) He has held a position of such responsibility for at least five years in the Science or practice of Chemistry in the opinion of the Council justifies his election.
- 4) He has such knowledge of the Science or practice of Chemistry and has acquired such eminence in his profession that his admission as a Fellow would conduce to the interest of the Society.

4.03 Associate Fellows

The Council shall at their discretion qualify any candidate for membership as an Associate Fellow if he/she partially satisfies the conditions for membership as a Fellow but has proven to the Council that he has such knowledge of the science or practice of Chemistry that his admission as an Associate Fellow would conduce to the interests of the Society.

4.04 Members

Every candidate for election or transfer to the class of Member shall satisfy the Council, that he

Either:

1. Has obtained a degree or its equivalent in the Chemical sciences recognized by the National Council for Higher Education of Uganda.

2. Has attained at least one year continuous experience in the Chemical sciences or practice of Chemistry.

Or

1. Has obtained a diploma or its equivalent in the Chemical sciences recognized by the National Council for Higher Education of Uganda.
2. Has attained at least two years of continuous experience in the Chemical sciences or practice of Chemistry.

4.05 Associate members

Every candidate for election or transfer to the class of Associate Member shall satisfy the Council, that he has obtained a degree or diploma (or its equivalent) in the Chemical sciences recognized by the National Council for Higher Education of Uganda.

4.06 Students

Every candidate for election to the class of Student shall satisfy the Council that:

- 1) He is not under 18 years of age; and
- 2) He is receiving adequate post secondary instruction (or its equivalent) in the theory of Chemical sciences; and
- 3) Has received or is receiving, or intends to receive adequate practical training as a chemist.

4.07 Companions

Every candidate for election to the class of Companion shall satisfy the Council that, not being a chemist by profession he:

Either:

- 1) Has rendered important services to Chemistry in the field of science, education, commerce, finance or law;

Or

- 2) Is so connected with the application of Chemical sciences that his admission would conduce to the interest of the Society.

4.08 Corporate Members

Every Institution, Organisation, Authority or Firm to be admitted by the Council under this class must satisfy that it

Either:

1. Employs chemists or individuals connected with the application of Chemical sciences

Or:

2. Is involved or interested in the general advancement of the Chemical sciences.

SECTION 5 ELECTION AND TRANSFER OF MEMBERS

5.01 Election and Transfer of Members by Council

The election of candidates for membership in any class and the transfer of members from one class to another shall be by the Council.

5.02 Proposal of Candidates for election or transfer

Candidates for election or transfer shall be proposed and supported from personal knowledge and in writing on a form approved by the Council.

5.03 Exemptions in respect of Applicants

The Council may in exceptional circumstances waive the requirements of Bye- Law 5.02 as regards the required qualifications for membership.

In such a case, the candidate shall assist the council by submitting the names and addresses of two referees, preferably Chemists, who can vouch for his character, qualifications and with whom the Council can communicate.

5.04 Admission of Candidates on payment of entrance fee and subscription prescribed

A candidate elected or transferred shall be admitted as Honorary Fellow, Fellow, Associate Fellow, Member, Associate Member, Student, Companion or Corporate Member as the case may be, on payment of such entrance fee or installments thereof, annual subscription or transfer fee as these Bye-Laws may prescribe. Should payment of such dues not be made within a period of three calendar months after the date of notification to the candidate of his election or transfer, such election or transfer may be declared null and void by the Council and the candidate shall be notified accordingly.

5.05 Until admitted, Candidates shall not be entitled to membership privileges

Until admitted a candidate shall not be entitled to any of the rights or privileges of membership.

SECTION 6 ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

6.01 Entrance fee Payable on Election or Transfer

The fees to be paid by members shall be determined by Council from time to time and be approved at the Annual General Meeting Provided that a person transferred from one class to another shall pay an amount equal to the entrance fee of the class to which he has been transferred less than any entrance fee previously paid by him.

6.02 Payment of Entrance fees

Entrance fees are due on notification of election or transfer.

6.03 Non – Resident members

Resident members shall be those members of the Society who live and work in Uganda. Those members resident outside Uganda shall be designated non-resident members.

Temporary absence on leave or duty shall not entitle a member to alteration of his designation.

6.04 Annual Subscription

The fees to be paid by members shall be determined by Council from time to time and be approved at any general meeting.

The Annual Subscription of any member who has passed his 65th birthday and who satisfies the Council that he has substantially retired from remunerative activities shall be at the rate appropriate to a 40% of his class.

Where a member of any class changes his address he shall notify the Secretary immediately and there shall be no consequential change in his subscription until the financial year next following such change of address.

6.05 Subscriptions due on election and thereafter on the 1st of January

All subscription shall become due on election and thereafter on the first day of January of each succeeding year, but a member transferred from one class to another shall not be required to pay the subscription appropriate to the class to which he has been transferred until 1st January next following his transfer.

Council shall determine surcharges for the late payers from time to time as may be approved by the Annual General Meeting.

6.06 Subscription for part of the year

A member of any class elected before the first day of July in any year shall pay the Annual Subscription for that calendar year. A member elected on or after the 1st day of July in any year shall for that calendar year pay half such annual subscription, provided that if he be elected in the last two months of any calendar year and elects to pay his first subscription at the full rate it shall cover the remainder of that calendar year as well as the succeeding year.

6.07 Payment of fees and Subscriptions

All entrance fees and annual subscriptions shall be payable to the Society's official bank account(s).

6.08 Arrears

A member of any class whose annual subscription is more than twelve month in arrears shall not be entitled to attend or take part in any meeting or function of the Society that may be held, or to receive any notice or publication of the Society that may be issued, before he has paid his dues in full or, until such payment, to exercise any of the rights or privileges or membership, or to vote.

6.09 Erasure from register

A members of any class whose annual subscription is two years or more in arrears shall be so notified and in the event of continuing in arrears for three months after such notification, he may by resolution of the Council be excluded from the Society and he shall thereupon cease to be a member and his name shall be erased from the Register; but such erasure shall not relieve him from his liability for the payment of the arrears of subscriptions or installments or entrance fee due from his calculated up to the 31st day of December preceding his exclusion.

6.10 Remission of entrance fee or subscription

The Council may in any special case, where in their opinion it is desirable to do so, reduce or remit the entrance fee, or annual subscriptions or the arrears of annual subscription of a member of any class.

SECTION 7 RESIGNATION, RE-ADMISSION, AND EXPULSION

7.01 Resignation

Any member of any class may retire from the Society by sending his resignation in writing to the Secretary, after payment of all the subscriptions due from him, including that for the current year. A member's name shall be removed from the Register as from the date on which his resignation becomes effective.

7.02 Re-admission

The Council may re-admit to membership in the class to which he formerly belonged any person whose membership was terminated from any cause provided he satisfies the Council he is worthy of re-admission and pays such amounts in respect of entrance fee and arrears of subscriptions as the Council may determine.

7.03 Expulsion

The Council by resolution may refuse to continue to receive the subscription of any member who shall have willfully acted in contravention of the Bye-Laws of the Society, or who, in the opinion of Council, shall have been guilty of such conduct, or bankruptcy, or mental incapacity, as shall render him unfit to continue to belong to the Society, and may erase his name from the Register, and he shall thereupon cease to be a member of the Society.

Provided that before taking such action the Council shall consult the Branch Committee of the Branch to which the member is attached and the Council shall accord him the opportunity of appearing before them or of making representations to them in writing.

SECTION 8 PROFESSIONAL CONDUCT

8.01 Conduct of Members

A member of any class shall be required to conduct himself in accordance with the Code of Professional Conduct of the Society.

8.02 Conduct of Corporate Members

A Corporate member of the Society shall be required to conduct himself in accordance with the Code of Professional Conduct of the Society.

8.03 Penalty for breach of conduct

Any alleged breach of Bye-Laws 8.01 which may be brought before the Council, properly vouched for and supported by sufficient evidence, shall be dealt with by the Council, either by expulsion of the offender from the Society under the procedure of Bye-Law 7.03 as far as it applies, or in such manner as the Council may think fit.

SECTION 9 THE COUNCIL AND OFFICE BEARERS

9.01 Constitution of the Council

The Council shall consist of:

- The President
- Vice Presidents,
- Secretary
- Treasurer
- All founder members
- Four fellows
- Two Associate Fellows
- One member from each branch

The Council may at their discretion add not more than two additional members who shall be Fellows, Associate Fellows, or Members. Any case of doubt as to eligibility for, or retirement from office shall be decided by the Council.

9.02 Election of the President and Vice Presidents

Before each AGM, the President for ensuing year shall be elected by the Council from Fellows, Associate Fellows, or Members of the Society who shall have been nominated. Each presidential candidate shall be nominated by at least 20 fully paid up members of the Society. He shall hold office for one year and shall be eligible for election as President before an interval of three years of office. He shall not be eligible for election after three years of office.

The Vice Presidents for the ensuing year shall be elected by the Council from Fellows, Associate Fellows, or Members of the Society. They shall hold office for one year and shall not be eligible for election as Vice President until after an interval of five years. Each vice presidential candidate shall be nominated by at least 10 fully paid up members of the Society.

9.03 The Treasurer

The Treasurer shall be elected by the council from Fellows, Associate Fellows, or Members of the Society. He shall hold office in that capacity for one year only but shall be eligible for immediate re-election to the

same or any other office. He shall not be eligible for re-election after three terms of office.

9.04 The Secretary

The Secretary shall be elected from Fellows, Associate Fellows, or Members of the Society. The period of office of the Secretary shall be one year and he shall be eligible for immediate re-election to the same office or any other. He shall not be eligible for re-election after three terms of office.

9.05 Ordinary Members of Council

An Ordinary member of Council shall be the four fellows, two Associate Fellows, one member from each branch, and the not more than two additional members elected by the Council at their discretion and shall have a period of one year of office. They shall be eligible for immediate re-election but shall not be eligible for re-election after four terms of office.

9.06 Election of Treasurer, Secretary & Ordinary Members of Council

Vacancies in the offices of Treasurer, Secretary and Ordinary Members of Council shall, subject to the provisions of Bye-Law 9.09, be balloted for annually by the outgoing council.

9.07 Members of the Council shall be resident members of the Society

All members of the Council shall be resident members of the Society. Non-resident members of the Society shall not be eligible for membership to the Council.

9.08 Selections by Council

Not later than the 31st day of January in each year the Council shall publish a list of duly qualified persons who have been nominated for election to vacancies about to occur in the offices of President, Vice President, Treasurer, Secretary and Ordinary members of Council.

The Council, in selecting from nominees candidates to fill vacancies on the Council each year, shall follow a procedure which will ensure that as far as possible the distribution of members of the Society among the broad categories of Chemistry interests within the Society appears in corresponding proportion in the constitution of the Council.

These provisions are aimed at ensuring that:

- 1) There is a Returning Officer who is not a candidate for any position. This is an established tradition in all democratic institutions.
- 2) There is a fair distribution of Council members among the principle disciplines of Chemical Sciences.

Election Procedure

For purposes of selections by the outgoing Council, one of the Past Presidents or one of the Fellows of the Society will be appointed Returning Officer by Council. He will be assisted in his duties by the Secretary.

Council will then elect from the list of nominees, one at a time and in the order given, members to fill the following positions:

- 1) President (subject to sec. 9.02)
- 2) Vice President(subject to sec. 9.02)
- 3) Treasurer (subject to sec. 9.03)
- 4) Secretary (subject to sec. 9.04)
- 5) Ordinary Members of Council (subject to sec. 9.05)

For each of the posts, the Returning Officer shall invite Council members to write and submit the names of their choices. He will then order the candidates according to the number of endorsements and announce the results before inviting endorsements for the next post. In the event of the leading candidate turning down a post, the candidate with the next highest number of endorsements will be invited to take up the post.

Members absent from the meeting where Council endorsements are conducted may give their proxy to an attending member by notifying the Returning Officer in writing before endorsements start.

9.09 Incoming Council to assume office immediately after Annual General Meeting

The names of the Officers and members of Council for the ensuing year shall be announced by the President or in his absence by the Vice President of the meeting, at the Annual General Meeting, and they shall assume office immediately after the conclusion of the business of that meeting.

9.10 Office vacated

The office of a member of the Council shall ipso facto be vacated:

- 1) If he becomes bankrupt or of unsound mind or,
- 2) If by notice in writing to the Society he resigns his office, or
- 3) He ceases to be a member of the Society.

9.11 Vacancies may be filled by Council

Vacancies in the offices of President, Vice President, Treasurer, Secretary, and Ordinary members of Council may be filled by the Council, and the name of each person selected shall be announced at the next Ordinary Meeting of the Society. The Council shall determine the period for which the person so chosen shall hold office provided that such period shall not be longer than the vacating member of Council would in the ordinary course have retained office, and any period of office so served shall not be taken into account in computing the period of office under the provisions of bye-Laws 9.02, 9.03, 9.04 and 9.05.

SECTION 10 PROCEEDINGS, POWERS AND DUTIES OF THE COUNCIL

10.01 Council to direct the affairs of the Society

The Council shall manage the property and affairs of the Society in accordance with the Constitution and Bye-Laws from time to time in force, and may exercise all such powers of the Society as are not required by the Bye-Laws to be exercised by a General Meeting of the Society.

10.02 Council Meetings

The Council shall meet as often as the business of the Society may require and in any event not less than twice, a year, and meetings, shall be held at the Headquarters of the Society or such other place as the President may decide. At every meeting of the Council six members entitled to vote shall constitute a quorum, and all matters shall be decided by a majority, except as otherwise herein provided for.

The Secretary shall on the request of the President or any three members of the Council, convene a meeting of the Council.

It shall be competent for the Council to seek by post the views of its members on any matters including those concerned with applications for membership of the Society.

For the purpose of this Bye-Law, a substitute or alternate of a member of Council shall be deemed to be a member of Council.

10.03 Notice of Meetings

At least fourteen days notice in writing shall normally be given of each meeting of the Council and the nature of the business to be considered thereat shall be stated in the Notice.

10.04 Voting at Meetings of Council

At any meeting of the Council each member of Council present shall have one vote. The President shall have a casting vote. The President may direct, or any two members present may demand, that the Voting shall be by secret ballot.

10.05 Chairperson of Meeting of Council

At each meeting of the Council the Chair shall be taken by the President or in his absence, a Vice-President or in the absence of all of them, a member of Council elected by the members present.

10.06 Adjournment of Council Meetings

On the demand of any five members of Council, present at any meeting of the Council any resolution of the Council passed at such meeting shall be adjourned to the next meeting for further consideration, and in such case the resolution shall not become effective unless it is confirmed by a majority at such next meeting provided always that the consideration of such resolution shall not be further adjourned at such next meeting except by a resolution of the Council.

10.07 Council may appoint Committees

The Council may appoint or dissolve Committees chosen from their own body and where special circumstance prevails may include therein one or more members of the Society. Committees so appointed may be designated Committees of the Council. The Council may also appoint Committees for special purposes consisting of members of Council and Fellows, Associate Fellows, Members, Associate members, Companions and others.

The Council may delegate any of their powers, except those arising under Bye-Law 7.03 to Committees. The President shall be ex-officio a member of all Committees of the Council.

10.08 Council may appoint representatives

Representatives may be appointed for such purposes and with such powers as the Council may determine. Such representatives may be members of the Society or such persons as the Council may select to further the interests and work of the Society and their appointment may be cancelled at any time by the Council.

10.09 Patrons of the Society

The Council shall have power to invite prominent persons to become Patrons of the Society.

10.10 Minutes

The Council shall cause minutes to be kept of the proceedings of all meetings of the Society, the Council and the various Committees of Council.

10.11 Appointment of Assistant Secretary and other staff

The Council shall have power to appoint an Assistant Secretary and other staff, who shall hold office during the pleasure of the Council and who shall perform such duties as the Council may set forth in the terms of their appointment.

The Council shall decide from time to time the salaries, wages or remuneration to be paid to the staff of the Society, and the Council shall make such provision for and grant such pensions to them after their retirement from the service of the Society as the Council may think proper.

10.12 Duties of Secretary

Subject to the direction of the Council it shall be the duty of the Secretary to conduct the correspondence of the Society; to attend all meetings of the Society, and of Committees of the Council; to take minutes and communications that may be ordered to be read; and to superintend the publication of such papers and publications as the Council may direct. He shall also engage, subject to the approval of the Council, and be responsible for all persons employed as servants of the Society.

He shall conduct the ordinary business of the Society in accordance with the Constitution and Bye-Laws and the directions of the Council and shall refer to the President or Vice President available on any matters of importance or difficulty requiring urgent decisions.

10.13 Duties of Treasurer

The duties of the Treasurer shall be to collect subscriptions and entrance fees, to prepare and pay accounts of expenditure, to administer the funds of the Society in accordance with the directions of the Council to whom he shall be responsible, and to present the audited accounts to the Council for inspection and approval.

SECTION 11 MEETINGS

11.01 Venue of Meetings

Meetings of the Society shall be held at such places and at such times as the Council may appoint.

11.02 Meetings

The meetings of the Society shall be as follows:

- 1) Ordinary meetings
- 2) Annual General Meeting
- 3) Extraordinary General Meetings of Fellow, Associate Fellow, Member, Associate member, Companion and students.

11.03 Ordinary Meetings

Ordinary meetings shall be held for the reading and discussion of papers on Chemistry and allied subjects, for lectures and discussions on those subjects for the display of cinematography or other pictorial representations and for visits to works and other places of interest to the Chemical Sciences.

11.04 Annual General Meeting

The Annual General meeting shall be held at the headquarters of the Society on such date after the 30th day of November at such a place as may be determined by the council provided that every annual general meeting shall be held not more than 15 months after the holding of the last preceding annual general meeting and not later than the end of February in any year.

The business of the Annual General Meeting shall be to receive and deliberate upon the Annual Report of the Council and the Annual Accounts, to receive the announcement of the result of the Annual election of the Council, to appoint the Auditors, to hear the address of the incoming President and with the approval of the Chairperson of the meeting to transact any other business of which notice in writing has been given to the Secretary at least seven days before the meeting.

11.05 Extraordinary General Meeting

An Extraordinary General Meeting of Fellows, Associate Fellows, Members, Associate members, Companions, Corporate members and students may be called at any time by the Council for any specific purpose relating to the direction and management of the affairs of the Society except revoking, altering or amending the Constitution and the Bye-Laws of the Society, and the Council shall call such a meeting on a requisition in writing, at any time of ten members specifying the general nature of the business to be transacted and the motions (if any) to be placed before the meeting. Provided that in no case shall an Extraordinary General Meeting be called until thirty days have elapsed from the date of notification to all Branches, Committees of all the matters for resolution at such meeting.

11.06 Extraordinary General Meeting to amend the Constitution or Bye-Laws

An Extraordinary General Meeting of Fellows, Associate Fellows, Members, Associate members, Companions, Corporate members and Students for the purpose of revoking, altering or amending the Constitution and Bye-Laws of the Society may be called at any time by the Council, and the Council shall call such a meeting on a requisition in writing, at any time, of ten (Fellows, Associate Fellows, Members, Associate members, Companions, Corporate members and Students) members specifying the alterations in or amendments or the Constitution and the Bye-Laws suggested by them. Provided that in no case shall such an Extraordinary General Meeting be called until all Fellows, Associate Fellows, Members, Associate members, Companions, Corporate members and Students have been notified of the proposed amendments and their right to a postal vote in accordance with Bye-Law 12.10 and until thirty days have elapsed from the date of notification of the revocation, alterations or amendments of the Bye-Laws in question.

11.07 Members may introduce visitors

Every member of any class shall have the privilege of introducing one or more visitors at each Ordinary Meeting of the Society, by writing his or their names in a book provided for that purpose, or supplying him or them with admission tickets to be obtained from the Secretary. The Council may at their discretion limit the number of visitors to be introduced at any meeting.

11.08 Other Meetings

In addition to the Meetings specified in the Bye-Law 11.02, the Council may at their discretion arrange for other meetings to be held for the dissemination of the Chemistry knowledge by means of lecturer or cinematography or other pictorial representations, or for the discussion of Chemistry and allied subjects

and the reading and discussion of papers thereon; and the Council shall determine the conditions of admission to such meetings, and the manner in which they shall be conducted.

11.09 Notice of Annual and Extraordinary General Meetings

Normally at least fourteen days' notice shall be given of all Annual and Extraordinary General Meetings. The Notice shall specify the general nature of the business to be transacted, and no other business shall be transacted at these meetings except such business at an Annual General Meeting of which notice shall have been given as provided in Bye-Law 11.04.

11.10 Accidental omission to give notice of a meeting

The accidental omission to send notice of a meeting to, or the non-receipt of notice by, any member of any class shall not invalidate the proceedings at the meeting.

SECTION 12 PROCEEDINGS AT MEETINGS

12.01 Quorum

The quorum at any Annual or Extraordinary General Meeting shall be twelve of those persons entitled to be present and vote thereat and no business shall be transacted at any such meeting unless the quorum be present. If a quorum be not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned to the same hour and place in the following week, when members present and entitled to vote whatever their number shall constitute a quorum.

12.02 Chairperson of meetings

The President shall preside over meetings of the Council and meetings of the Society at which he is present; in the absence of the President, the Vice President, or, if none be present, a member of the Council present shall preside.

12.03 Ordinary Meetings to be conducted as prescribed by Council

The Ordinary meetings of the Society shall be conducted as prescribed by the Council from time to time, and the Council shall determine the conditions of admission to such meetings.

12.04 Questions relating to Management not to be discussed at Ordinary Meetings

At the Ordinary Meetings no question shall be discussed, or motion be made, relating to the direction and management of the Society.

12.05 Voting at Annual or Extraordinary General Meetings

Voting at any Annual or Extraordinary General Meeting may be either personal or by proxy, or subject, to the provisions of Bye-Laws 12.10, 12.11, and 12.12, by post.

12.06 Voting at Meetings

Fellows, Associate Fellows, Members, Associate members, Companions and Corporate members shall alone be competent to vote at the meetings specified in subparagraphs (1), (2) and (3) of Bye-Law 11.02. Subject to Bye-Law 6.08 each member voting shall have one vote.

12.07 Chairperson to have Casting vote

In the case of an equality of votes the Chairperson of the meeting shall have a casting vote in addition to his personal vote.

12.08 Appointment of Proxies

The instrument appointing a proxy shall be in writing under the hand of the Appointer or his Attorney, and shall follow as nearly as circumstances admit the Proxy form in that behalf contained in the schedule hereto.

The instrument appointing a proxy and the power of Attorney (if any) under which it is signed shall be delivered to the Secretary of the Society not less than forty eight hours before the time for holding the meeting.

A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received by the Secretary of the Society.

12.09 Proxies to be entitled to vote

No person shall be appointed a proxy to vote at any meeting who is not entitled in his own right to vote at such meeting.

12.10 Postal voting

When the votes of members of the Society not actually present at any Extraordinary General Meeting are taken into account by means of voting papers, notice of the Extraordinary General Meeting in question containing particulars of the motion to be submitted to the Meeting shall be sent together with a voting paper to each member entitled to be present and to vote, at least twenty-one days before the date of the Extraordinary General Meeting.

The Member, if he desires to vote at the Extraordinary General Meetings shall record his vote on the voting paper and affix his signature thereto and shall return the voting paper to the Secretary so that it shall be received by him not later than the date shown thereon.

12.11 Counting of postal votes

Not more than three days before the Extraordinary General Meeting referred to in Bye-Law 12.10 all the voting papers received by the due date shall be counted in accordance with the directions of the Council.

Provided that if a member who has duly recorded his vote upon a voting paper as afore said shall be present at the meeting, such recorded vote may be counted or if the Chairperson of the meeting shall so direct, the member shall be entitled to withdraw such recorded vote and to vote at the Extraordinary General Meeting, but in no case shall he be entitled to vote twice. The decision of the Chairperson upon any question as to the recording or counting of votes shall be final. At an Extraordinary General Meeting the members personally present, whatever their number, shall constitute a quorum.

12.12 Motions in a postal vote

No motions other than those as circulated for the purpose of a postal vote and no amendment or variation of any such motion shall be proposed or voted upon at the meeting referred to in Bye-Law 12.10.

SECTION 13 FINANCIAL PROVISIONS

13.01 Monies and effects

The Monies and effects of the Society shall be controlled by the Council for the use of the Society in the furtherance of its objects.

13.02 Accounts

The Council shall cause to be kept proper and sufficient accounts of the capital, funds, receipts and expenditure of the Society, so that the true financial statement and condition of the Society may at all times be exhibited by such accounts.

13.03 Financial year and presentation of accounts

The financial year of the Society shall end on the 31st day of December in each year; and the accounts of the Society shall be made up each year to that date and, after having been approved by the Council and audited by an Auditor or Auditors, shall together with the Auditors' report be laid before the next Annual General Meeting.

13.04 Appointment of Auditors

The appointment, powers and duties of the Auditor or Auditors shall be regulated as nearly as may be and with the necessary modifications in accordance with the provisions of the appropriate Companies Ordinance or with any statutory modification thereof for the time being in force, as if the Society were a Company registered under that Ordinance.

13.05 Allocation of funds for Branches

The Council shall allocate and remit to each Branch such monies as may be fixed by the council and such further monies additional thereto as the Council may consider necessary for the efficient administration of such branch or for the promotion of some special activity.

13.06 Council may authorise the payment of expenses of Council members attending meetings, or of representatives

The Council may generally or in any particular case authorise the Treasurer to refund to officers and members of Council their expenses in attending Council or other meetings, and may also authorise the refund of expenses of representatives of the Society appointed under the provisions of Bye-Law 10.08.

13.07 Council to have powers to raise funds

The Council may at its entire discretion raise funds or impose levies on members and may invest or dispose of funds so raised in any manner provided that in so doing they do not contravene the laws of Uganda.

SECTION 14 BYE-LAWS, REGULATIONS, ETC

14.01 Alteration of Bye-Laws

These Bye-Laws or any other Bye-Laws for the time being in force may be added to, revoked, altered or amended only at an Extraordinary General Meeting convened for the purpose under the provisions of Bye-Law 11.06

Such addition, revocation, alteration or amendment shall be made only if two thirds or more of the Fellows, Associate Fellows, Members, Associate members, Corporate Members and Companions vote at such Extraordinary General Meetings in favour thereof.

14.02 Power to make Guidance Notes controlling the conduct of Branches, Specialist Divisions and for other purposes

The Council may make Guidance Notes for:

- 1) The conduct of the affairs of any Branch of the Society established under the provisions of Bye-Law 2.02;
- 2) The conduct of the affairs of any Specialist Division of the Society established under the provisions of Bye-Law 2.06; and
- 3) Any other purpose not inconsistent with these Bye-Laws

14.03 Council to approve local Rules presented by a Branch

Local Rules proposed by any Branch under the Guidance Notes made under Bye-Law 14.02 shall be presented to Council for approval, interpretation, etc.

14.04 Council's interpretation of Bye-laws

In case of doubt as to the meaning and import of any portion of the Constitution and these Bye-Laws or any Rules or Regulations made there under, the interpretation of the Council shall be bind upon all members.

SECTION 15 SAVING AND SUPPLEMENTARY PROVISIONS

15.01 Proceedings of Council and Branch Committees and Communications, etc. privileged and confidential

The proceedings of the Council and its Committees and Branch Committees and their sub-committees and all communications, correspondence, reports, minutes and other papers and documents relative to the admission or advancement of members or to the suspension or forfeiture of membership of any member or to other proceedings under Bye-Law 7.03 or 8.03 shall be privileged and confidential.

15.02 Publication of proceedings of meetings only with consent of Council

No report of the proceedings at any meeting of the Society or of the branches shall be made or published except with the previous consent of the Council.

15.03 Journal

The official publication of the Society shall be known as the “Journal of the Chemical Sciences”, and shall be the medium for the dissemination of information regarding the activities of the Society and for the publication of any matters incidental to the promotion of the objects of the Society.

15.04 Publications

The Council shall arrange for the publication, in the Journal or in any manner which they may deem advisable, of such papers, documents and publications as may be considered by the Council to be likely to advance Chemistry knowledge and the objects of the Society.

15.05 Sales of Journal

The Council may approve the sale of copies of the Journal of the Society to Members of the Society or to the public generally or specifically at such price or prices as they may prescribe.

15.06 Notices

Any notice may be served upon any member or any communication may be sent by the Council or by the Secretary of the Society to him either personally or by sending it by any means to such person at his address as registered in the books of the Society. Any notice or communication, if served or sent by post or any other means, shall be deemed to have been served or delivered on the seventh day following that on which the same is sent; and in providing such service or sending, it shall be sufficient to prove that the notice or communication was properly addressed and sent.

No member of any class, whose registered address is outside Uganda, shall be entitled to any notice or ballot or voting paper, and all proceedings may be had and taken without notice to such person in the same manner as if he had had due notice.

15.07 Indemnity

Each Member of Council shall be accountable in respect of his own act only, and shall not be accountable for any acts done or authorised to which he shall not have expressly assented; and no member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter, or thing done, authorised, or suffered by him, being done in good faith for the benefit of the Society, although in excess of his legal power. The member of the Council shall be indemnified out of the funds and property of the Society from and against all costs, charges, damages, and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in execution of the duties of powers imposed upon or given to them by the Constitution or the Bye-Laws of the Society.

15.08 Incorporation of kindred organizations

The Council may arrange for the union alliance, or incorporation with the Society of any organization with objects kindred to those of the Society; and may also if they think fit remit or reduce the entrance fees of the members of such organisation at the time of union, alliance or incorporation, provided that no such union, alliance, or incorporation shall be effective unless it is sanctioned by an Extraordinary General Meeting of Members.

SECTION 16 BRANCH ORGANISATION

16.01 Branch Organisation

- 1) A Branch of Uganda Society of Professional Chemists may be organised by the Council in pursuant to Bye-Law 2.02 and 2.03 on receipt of a written request to that effect and signed by at least a total of 5 members of the Society.
- 2) The boundaries of the proposed branch must be specifically defined in the request for organisation of the branch to the Council in compliance with Bye-Law 2.05 and 6.03 of the Constitution.
- 3) Each such branch may draw up its local regulations as according to Bye-Law 14.03, to the said local regulation and any subsequent changes thereto must be submitted to the Council for approval before becoming effective.
- 4) Such branch shall function through the pleasure of the Council of the Society.
- 5) Each organised branch shall elect annually from its membership a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer who must be members of the Society who shall constitute the Branch Executive Committee.
- 6) Other branch office bearers may be elected as may be provided for in the local regulations.
- 7) The Chairperson shall undertake the general supervision of the branch affairs and shall preside over all branch meetings.
- 8) Names of branch office bearers on being elected shall be submitted to the Council for approval before such officers take on office.
- 9) In the absence of the Chairperson, the Vice-Chairperson shall deputise any matters pertaining to the supervision of the branch affairs.
- 10) The branch sub-committee may be appointed by the Branch Executive Committee as may be considered necessary to deal with various activities and work of the branch and which shall be in conformity with the Constitution of the Society.
- 11) Each branch Chairperson shall be expected to prepare and deliver at the Annual General meeting of the Society a written summary report of activities of the said branch for the preceding year. Such

a report shall be submitted to the Secretary of the Society 14 days before the Annual General meeting.

- 12) Likewise, the Branch Treasurer shall prepare for delivery an audited statement of accounts audited by the Society's auditor for the branch for the preceding year to be incorporated in the Branch Chairperson's report for the AGM.
- 13) Each branch shall entirely be responsible for all its financial commitments. The Society shall not therefore be responsible for any debits or financial commitments incurred or entered in by the Branch.
- 14) All dues as prescribed by the Council of the Society shall be paid directly to the Society's Treasury.
- 15) Each organised branch shall submit at least 21 days before each AGM its financial books to the appointed Society's Auditors.
- 16) As provided under Bye-Law 9.01 each branch approved by the Council shall name one branch representative to sit on the Council.
- 17) Each branch shall conduct its own AGM within 21 days after the Society's AGM.
- 18) To facilitate co-ordination of activities of the Society and those of the approved branch, each branch executive committee shall organise its local activities with full consultation with the Society Secretariat.

16.02 Proxy Form

UGANDA SOCIETY OF PROFESSIONAL CHEMISTS

PROXY FORM

"I/We ofbeing a member of USPC hereby appoint of and, failing him of to vote for me and on my behalf at the (Annual or Extra-Ordinary or adjourned as the case may be) General Meeting of the Society to be held on the day of 20..... and every adjournment thereof.

Signed thisday of20.....