



## NAMIBIA MEDICAL SOCIETY

### THE CONSTITUTION OF THE NAMIBIA MEDICAL SOCIETY

Amendments for AGM 18 April 2015

#### DEFINITIONS

- i. The term “Society” shall mean the Namibia Medical Society
- ii. The term “Constitution” shall mean the Constitution of the Namibia Medical Society
- iii. The term “Executive Board” shall mean the Executive Board of the Namibia Medical Society as defined in article 4 of the constitution
- iv. The term “Member” shall mean any member(s) of the Namibia Medical Society as defined in article 3 of the Constitution
- v. The term “doctor” shall mean any medical doctor [legally practicing](#) medicine within the boundaries of Namibia
- vi. The term “medical intern” shall mean a medical intern as prescribed by the Health Professional Council of Namibia
- vii. The term “medical student” shall mean any medical student enrolled at a medical school studying to become a medical doctor and that the medical school is accredited in that country.
- viii. The term “Committee” shall mean any committee of the Namibia Medical Society as constituted under article 4 of the constitution
- ix. Annual General Meeting: shall refer to the Annual General Meeting of the Society
- x. Legally practicing shall include any doctor who is registered with the Medical and Dental Council of Namibia.
- xi. Good standing shall mean any member(s) who has their membership fee paid up to date and has no pending disciplinary cases against him or her

## CONSTITUTION

### 1. NAME

1.1 Namibia Medical Society, Head Office in Windhoek

### 2. PREAMBLE

To advance and protect the interest of our members and that of the medical profession in Namibia

To promote equitable, quality and efficient health service delivery in Namibia

Hence our aims and objectives

- 2.1 To unite all medical doctors in Namibia for a common goal – both in the public and private sectors
- 2.2 To be a true representative body of doctors and serve their common interests
- 2.3 To promote accessible, affordable and quality healthcare for all
- 2.4 To liaise with similar bodies in Africa and the world
- 2.5 Foster partnerships with stakeholders in healthcare in Namibia in line with the interests of our members and the profession

### 3. MEMBERSHIP

- 3.1 Membership shall be open to all medical doctors, both retired and in active practice, and medical students with disregard to gender, sexual orientation, ethnicity, race, political affiliation or nationality
- 3.2 Any person who wishes to become a member of the Society must complete an application form and must submit it to the Namibia Medical Society Head Office
- 3.3 Ordinary membership shall be applicable to any doctor/medical student who aligns with the aims and objectives of the Society
- 3.4 Honorary membership shall be conferred to individual(s) who have rendered outstanding service to the Society and/or exceptional contributions to the healthcare in Namibia, in accordance with the aims and objectives of the Society. Members can nominate individuals for honorary membership to the Executive Board for consideration

#### 3.5 Fees

- 3.5.1 All members shall pay a membership fee as determined at the Annual General Meeting
- 3.5.2 All honorary members are exempted from paying annual membership fees
- 3.5.3 All fees are payable by the 01 May

- 3.5.4 Membership payment after due date is subject to a penalty of 10% of the membership fee
- 3.5.5 Membership is valid for 1 year until 30 April the following year
- 3.5.6 Members shall maintain their membership by paying the annual membership fee.
- 3.5.7 Members who fail to pay for 2 consecutive years will have their membership terminated and will have to reapply again for membership.

### **3.6 Governance**

The governance of all the affairs of the Society are subject to the constitution

### **3.7 Voting**

- 3.7.1 All members in good standing shall have full voting rights at all society meetings

### **3.8 Termination of membership**

- 3.8.1 Membership is automatically terminated in case of death
- 3.8.2 Any member may resign by giving written notice to the Executive Board within 14 days
- 3.8.3 The Executive Board may terminate any membership if a member is in breach of the Constitution and or aims and objectives of the Society. Such person however, has the right to attend a disciplinary hearing to appeal.

## **4. THE EXECUTIVE BOARD**

4.1 Is the highest making body of the Society

4.2 Subject to the Constitution. Governance, control, management and administration shall be vested in the Executive Board whose members shall hold office until their successors have been elected.

It shall consist of a minimum of five (5) and maximum of nine (9) members

- 4.2.1 Chairperson
- 4.2.2 Deputy Chairperson
- 4.2.3 Secretary General
- 4.2.4 Treasurer
- 4.2.5 Public Relations Officer
- 4.2.6 Additional members x (1 to 4)

#### 4.3 Election of the Executive Board

- 4.3.1 All members shall be voted in at the Annual General Meeting by a majority vote. Signed proxies are allowed
- 4.3.2 Any member in good standing can be elected to serve on the Executive Board
- 4.3.3 The positions of Chairperson, Deputy Chairperson and Secretary General are reserved for members without temporary employment restrictions which includes contracts and work permits.
- 4.3.4 Nominations for election to the Executive Board shall be proposed and seconded by another member, to be accompanied by acceptance of nomination by the nominee
- 4.3.5 In the event of an equal number of votes being recorded for two or more nominees, all of whom cannot be declared elected, the meeting shall decide the result by a simple majority vote
- 4.3.6 Any vacancy on the Executive Board caused by death, resignation, dismissal or defection of any member, shall be filled by a society member co-opted by the Executive Board. The co-opted member shall serve the remaining term of office of the member he/she replaces

### 5. TERMS OF SERVICE

- 5.1 All members shall serve for a period of 3 years. They shall be eligible for election but the Chairperson may only serve two consecutive terms
- 5.2 All members of the Executive Board shall attend not less than 4 meetings per year
- 5.3 The Executive Board will not receive remuneration but will receive a stipend to cover costs incurred in conducting the affairs of the Society. The stipend will be determined by the Executive Board
- 5.4 The Executive Board may appoint various committees from within the society with specific mandates as determined by the Executive Board. The members of the committee are eligible to receive stipends in the execution of their duties

### DUTIES OF THE OFFICE BEARERS

#### 6.1 Chairperson

He/she shall

- Govern, control, execute function

- Is the Executive head of the Society
- Assign tasks to any member(s) of the Executive Board whenever necessary, including chairing the Society's meetings
- Be co-signatory to all financial documents of the Society
- Represent the Society whenever necessary and uphold the constitution thereof
- In consultation with the Executive Board issue press statement(s) on behalf of the Society

## **6.2 Deputy Chairperson**

- Shall fulfil the duties of the chairperson in his/her absence
- Be co-signatory to all financial documents of the Society

## **6.3 Secretary General**

- Supervise the duties of the Society's office bearers
- Be the administrative officer of the Society
- Be co-signatory to all financial documents of the Society
- Issue press statement on behalf of the Society prior to consultation with the Executive Board
- Keep records of all minutes of the Executive Board and that of the annual general meetings and conferences
- Ensure that all resolutions taken are forwarded to the relevant parties
- Prepare the agenda for the Executive Committee meetings in consultation with the Chairperson
- Responsible for the membership register

## **6.4 Treasurer**

He/she shall:

- Keep all the financial records of the society
- Be a co-signatory of all financial documents of the Society
- Present a detailed income and expenditure of accounts of the Society at the end of each financial year
- Issue receipts of all the transaction carried out by the Society
- Responsible for all the properties movable and immovable in liaison with the Executive Board
- Responsible for all financial actives of the Society

- Draft an annual budget and present it to the Executive Board

#### 6.5 Public Relation Officer

He/she shall:

- Be responsible for preparing all Society publications in line with members interest, including research works
- The Editor of the Society's newsletters, including research papers
- Issue press statements on behalf of the Society in consultation with the Executive Board
- Head –coordinator of the Society's event in consultation with the Executive Board
- Responsible for handling all correspondence in consultation with Executive Board

### 7. GENERAL MEETINGS

7.1 An Annual General Meeting shall be held at a place and date decided upon by the Executive Board

7.2 The Executive Board may at any time convene a special general meeting as soon as it is practical

7.3 The decisions taken at such meetings shall only bind if taken by a simple majority vote

### 8. AMENDMENTS TO THE CONSTITUTION

7.4 Amendments to the Constitution can only be made at an Annual General Meeting or at a Special General Meeting called for this purpose

7.5 Proposed changes must be submitted to the Executive Board 14 working days prior to the Annual General Meeting or Special Meeting

7.6 The Amendments to the Constitution must be first be adopted prior to any voting by a minimum of 2/3 members present and proxy votes

7.7 When amendments are adopted they shall take effect immediately and the General Secretary shall notify all members of such change within thirty (30) working days

### 8 FINANCE

8.1 The financial affairs of the Society shall be controlled by the Executive Board

8.2 All withdrawals from the Society's banking accounts shall bear at least two (2) of the signatures of the Executive Board appointed as per constitution

8.3 The Executive Board shall be empowered to invest funds at its discretion in line with the aims, objectives and interests of the Society

- 8.4 The Executive Board shall be empowered to disburse funds at its discretion but in accordance with the interests of the Society
- 8.5 The Society's accounts shall close at 30<sup>th</sup> September of every year and shall be subject to annual audit by auditors appointed by the Executive Board
- 8.6 Statements of the Society's accounts shall first be endorsed by the Executive Board prior to presentation at the Annual General Meeting
- 8.7 The Executive Board in administering the funds of the Society is presumed to be as the Society agent and individual members shall not be held liable for the debts of the Society unless they have acted in bad faith or outside the powers invested in them by the Constitution

## **9. DISSOLUTION**

- 8.8 The Executive Board shall have the power to dissolve the Society provided that the following conditions are met
- 8.9 All members shall be entitled to vote
- 8.10 Two-thirds or more of the members are in favour of dissolution
- 8.10.1 In the event of dissolution the Executive Board shall be responsible for transferring the assets of the Society