



NAMIBIA MEDICAL SOCIETY

THE CONSTITUTION OF THE NAMIBIA MEDICAL SOCIETY

Amended (18th April 2015) (Latest amendment 23 November 2019)

Contents

1. NAME	3
2. PREAMBLE.....	3
3. DEFINITIONS	3
4. MEMBERSHIP	4
5. HONORARY MEMBERSHIP.....	4
6. FEES.....	4
7. GOVERNANCE.....	5
8. VOTING.....	5
9. THE EXECUTIVE BOARD	5
10. ELECTION OF THE EXECUTIVE BOARD.....	6
11. OFFICE BEARERS OF THE EXECUTIVE BOARD	6
12. TERM OF OFFICE.....	6
13. DUTIES OF THE OFFICE BEARERS.....	7
13.1 Chairperson	7
13.2 Deputy Chairperson.....	7
13.3 Secretary General	7
13.4 Treasurer.....	8
13.5 Public Relation Officer.....	8
14. GENERAL MEETINGS.....	8
15. AMENDMENTS TO THE CONSTITUTION.....	9
16. FINANCE	9
17. DISSOLUTION	9

CONSTITUTION

1. NAME

1.1 Namibia Medical Society

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-

1.2 To unite all doctors in Namibia for a common goal – both in the public and private sectors,

1.3 To be a true representative body of doctors and serve their common interests,

1.4 To promote accessible, affordable and quality healthcare for all,

1.5 To liaise with similar bodies in Africa and the world, and

1.6 Foster partnerships with stakeholders in healthcare in Namibia in line with the interests of our members and the profession

3. DEFINITIONS

3.1 The term “Society” shall mean the Namibia Medical Society;

3.2 The term “Constitution” shall mean the Constitution of the Namibia Medical Society;

3.3 The term “Executive Board” shall mean the Executive Board of the Namibia Medical Society as defined in article 4 of this constitution;

3.4 The term “Member” shall mean any member(s) of the Namibia Medical Society as defined in article 3 of this Constitution;

3.5 The term “doctor” shall mean any medical doctor legally practicing medicine within the boundaries of Namibia and as defined by the Medical and Dental Act, 2004 as a medical practitioner;

3.6 The term “medical intern” shall mean a medical intern as defined in the Medical and Dental Act 2004;

3.7 The term “medical student” shall mean any medical student enrolled at a medical school in Namibia or a foreign institution accredited in terms of the Medical and Dental Act, 2004, studying to become a doctor;

3.8 The term “Committee” shall mean any committee of the Namibia Medical Society as constituted under article 11.4 of this constitution;

- 3.9 Annual General Meeting: shall refer to the Annual General Meeting of the Society
- 3.10 Legally practicing shall include any doctor who is registered with the Medical and Dental Council of Namibia.
- 3.11 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

4. MEMBERSHIP

- 4.1 Membership shall be open to all doctors, whether retired or practicing, and medical students without discrimination to gender, sexual orientation, ethnicity, race, political affiliation or nationality.
- 4.2 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.
- 4.3 Ordinary membership shall be applicable to any doctor/medical student who aligns with the aims and objectives of the Society.

5. HONORARY MEMBERSHIP

- 5.1 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.
- 5.2 Members can nominate individuals for honorary membership to the Executive Board for consideration.
- 5.3 The Executive Board shall exercise a discretionary power in the nomination process.
- 5.4 The Executive Board shall upon receiving nominations after exercising the power referred to in 4.3 open a poll for voting to the entire membership.
- 5.5 The results for the poll shall be published by the Executive Board before the membership is conferred.

6. FEES

- 6.1 Members shall pay the following fees at inception and adoption of this constitution:
- | | |
|-----------------------|--------------|
| (a) Private Practise: | N\$ 1,200.00 |
| (b) Public Service: | N\$ 1,000.00 |
| (c) Medical Intern: | N\$ 600.00 |
| (d) Medical Student: | N\$ 50.00 |
- 6.2 The amendment or adjustment of the fees as stipulated in 6.1 shall be decided upon at the annual general meeting.
- 6.3 All honorary members are exempted from paying annual membership fees.

- 6.4 All fees are payable by the 01 April of each calendar year.
- 6.5 Membership payment after due date is subject to a penalty of 10% of the membership fee
- 6.6 Membership is valid for the financial year of the Society.
- 6.7 Members shall maintain their membership by paying the annual membership fee.
- 6.8 Members who fail to pay for 2 consecutive years will have their membership terminated and will have to reapply for membership.
- 6.9 The Executive Board shall consider the reapplication and approval of membership.

7. GOVERNANCE

The governance of all the affairs of the Society are subject to this constitution and the articles of association.

8. VOTING

- 8.1 All members in good standing shall have full voting rights at all society meetings
- 8.2 Termination of membership
- 8.3 Membership is automatically terminated in case of death
- 8.4 Any member may resign by giving 14 days written notice to the Executive Board
- 8.5 The Executive Board may terminate any membership if a member is in breach of this Constitution and or the aims and objectives of the Society. **Such person however, has the right to attend a disciplinary hearing to appeal.**

9. THE EXECUTIVE BOARD

- 9.1 Is the highest decision-making body of the society.
- 9.2 Subject to this Constitution, governance, control, management and administration shall be vested in the Executive Board whose members shall hold office until their successors have been elected.
- 9.3 A quorum for the meeting of the Executive Board shall be a simple majority of the membership.
- 9.4 It shall consist of a minimum of five (5) and maximum of nine (9) members, excluding the ex officio members;
 - 9.4.1 Chairperson
 - 9.4.2 Deputy Chairperson
 - 9.4.3 Secretary General
 - 9.4.4 Treasurer
 - 9.4.5 Public Relations Officer
 - 9.4.6 Additional members x (1 to 4)

9.4.7 Two Ex-officio members who shall be two Directors of the Association nominated by them.

10. ELECTION OF THE EXECUTIVE BOARD

- 10.1 Any member in good standing can be elected to serve on the Executive Board.
- 10.2 All members shall be voted in at the Annual General Meeting by a majority vote.
- 10.3 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.
- 10.4 For the purposes of voting, a proxy signed by the absent member grants the holder of the proxy the right so delegated.
- 10.5 **The number of votes recorded in sequence from highest to lowest qualifies the members to form part of the Executive Board.**
- 10.6 **Where the Board cannot be constituted because of an equality of votes, a second vote for the remaining members shall be conducted and the principle in 9.5 shall apply for eligibility.**
- 10.7 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 at their discretion.
- 10.8 The co-opted member shall serve the remaining term of office of the member he/she replaces.

11. OFFICE BEARERS OF THE EXECUTIVE BOARD

- 11.1 The positions of Chairperson, Deputy Chairperson and Secretary General are reserved for members who are Namibian citizens or hold permanent residence and residing in Namibia.
- 11.2 The Executive Board so elected in terms of Article 10 shall elect from amongst their number by way of nomination and secondment the Chairperson, Deputy Chairperson, Secretary General, Treasurer and Public Relations Officer.
- 11.3 Eligibility to become Chairperson shall be the second term of the member on the Executive Board.
- 11.4 If for any reason from amongst the elected members no one qualifies in terms of Article 10.3 the years of experience in terms of medical practice shall be the determining factor.

12. TERM OF OFFICE

- 12.1 A term shall be 2 years and a member shall be eligible to serve for two consecutive terms only.
- 12.2 **A Chairperson can only serve one term.**
- 12.3 All members of the Executive Board shall attend not less than 4 meetings per year.

12.4 The Executive Board will not receive remuneration but will receive a stipend to cover costs incurred in conducting the affairs of the Society.

12.5 The stipend will be determined by the Executive Board in terms of the most economical option.

12.6 The Executive Board may appoint various committees from amongst the members of the society with specific mandates as determined by the Executive Board.

12.7 These committees will be chaired by a member of the Executive Board excluding the Chairperson and Deputy Chairperson.

12.8 The members of the committee are eligible to receive stipends in the execution of their duties and these stipends are subject to the same conditions as stipulated in 11.5.

13. DUTIES OF THE OFFICE BEARERS

13.1 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,
- Be co-signatory to all financial documents of the Society,
- Represent the Society whenever necessary and uphold the constitution thereof, and
- In consultation with the Executive Board issue press statement(s) on behalf of the Society.

13.2 Deputy Chairperson

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

13.3 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,
- 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, and
- Responsible for the membership register.

13.4 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 activities of the Society, and
- Draft an annual budget and present it to the Executive Board.
- Present the budget and statement of accounts to the AGM

13.5 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,
- Drafting a press statements on behalf of the Society in consultation with the Executive Board,
- Head –coordinator of the Society's events in consultation with the Executive Board, and
- Responsible for handling all correspondence in consultation with Executive Board.

14. GENERAL MEETINGS

- 14.1 An Annual General Meeting shall be held at a place decided upon by the Executive Board.
- 14.2 The date of the AGM or special AGM shall be communicated to the members at least 60 days in advance.
- 14.3 The Executive Board may at any time convene a special general meeting as soon as it is practical.

14.4 The decisions taken at such meetings shall only be binding if taken by a simple majority vote.

15. AMENDMENTS TO THE CONSTITUTION

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

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

15.3 A minimum of 2/3 members present and proxy votes shall be required for the adoption of the Amendments to the Constitution.

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

16. FINANCE

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

16.2 All withdrawals from the Society's banking accounts shall bear at least two (2) of the signatures of the designated Executive Board Members as per this constitution.

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

16.4 The Executive Board shall be empowered to disburse funds at its discretion but in accordance with the interests of the Society.

16.5 The Society's accounts shall close on last day of February of every year and shall be subject to an annual audit by auditors appointed by the Executive Board.

16.6 Statements of the Society's accounts shall first be endorsed by the Executive Board prior to presentation at the Annual General Meeting.

16.7 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 criminally, in bad faith or outside the powers invested in them by this Constitution.

17. DISSOLUTION

The Executive Board shall have the power to dissolve the Society provided that the following conditions are met:

- (a) All members shall be entitled to vote,
- (b) Two-thirds or more of the members are in favour of dissolution, and
- (c) In the event of dissolution, the Executive Board shall be responsible for transferring the assets of the Society.