

KENYA DENTAL ASSOCIATION CONSTITUTION

1. NAME:

The name of the professional society shall be **Kenya Dental Association** (herein referred in this constitution as "The Association")

2. OBJECTIVES:

2.1. The objectives of the Association shall be;

- i. To maintain the honor of the profession of dentistry, dental practitioners and professionals.
- ii. To advance the science and practice of dentistry, its allied professionals in Kenya.
- iii. To promote and safeguard interests of the profession and welfare of its members in Kenya.
- iv. To establish and promote active branches countrywide.

2.2. The Association will endeavor to achieve the foregoing objectives by:

- i. Periodical meetings of members of the dental profession.
- ii. Publication of peer reviewed scientific journals, articles, newsletter and other publication.
- iii. Facilitate trainings by holding Continuous Professional Development (CPDs), Annual Scientific Conferences, Oral Health Exhibitions and Symposia in collaboration with branches and other affiliate worldwide/regional organizations.
- iv. Cooperating with other professional organizations and fostering public interest in the profession.
- v. Taking any action deemed fit for the welfare of members of the association and the public oral health issues and programs.
- vi. Lobbying and advocating for the Association's position at various levels in the legislative and administrative process of bodies in Kenya and elsewhere

- vii. Monitoring of unethical and unlawful practice of dentistry.
- viii. Generally doing all such acts and things as may be expected for the attainment of any of the above objectives and playing a leading role in mentorship of students, interns and peers.

2.3. The Association shall be non-political, and non-religious.

3. MEMBERSHIP

Membership shall be voluntary and open to a holder(s) of Bachelor of Dental Surgery (BDS) and/or holder of such equivalent qualification recognized by the Kenya Medical Practitioners and Dentists Council (KMPDC) and registered or licensed by the same Council save for Honorary members, Student members and Corporate members who need not be recognized by the council and who shall meet the membership requirements as spelled out by the National Governing Council of the Association.

3.1. Categories of Membership

Membership of the Association shall be comprised of the following categories:

3.1.1. Ordinary Members

Such persons shall be holders of a Bachelor of Dental Surgery (BDS) or its equivalent qualification recognized by the Medical Practitioners and Dentists Board or Council (MPDC) and they shall be eligible to vote on any issue concerning the Association subject to the payment of the annual membership fees that may be set by the Association from time to time.

3.1.2. Honorary Member

Such person shall be a member of the Association who in the opinion of the National Governing Council will have contributed to the advancement of the Dental profession. Such members shall be nominated and appointed in a General Meeting of the Association's members and they shall upon appointment have the privilege of attending the Association's general meetings as well as enjoying other privileges conferred upon them by the Association. Honorary members shall not have any voting rights nor shall they be liable to pay any membership or subscription fees to the Association.

3.1.3. Associate Member

- i. Such persons shall include any member of any Professional Association other than the Kenya Dental Association who is not ordinarily a resident in Kenya and is a temporary resident in Kenya.
- ii. To qualify for such membership a person shall have to apply in writing to the Secretary General of the Association who shall then put his or her application before the National Governing Council for consideration, provided that such an applicant meets the requirements for Associate Membership as spelled out by the Governing Council.
- iii. An Associate member shall be liable to pay a membership fee and or subscription fee to the Association as determined by the Association.
- iv. An Associate member shall be entitled to attend meetings of the Association, receive any publication and solicit any advice or assistance that the Association is reasonably able to offer during the term of his/her membership but he/she shall not be entitled to vote.
- v. He /she shall not be qualified to represent the Association.

3.1.4. Life Member

- i. Such person shall include any ordinary member who, either has for thirty-five (35) years consecutively been an ordinary member of the Association; has purchased life membership by paying the total membership subscription equivalent to membership subscription payable from current member's age to age (65) sixty-five years; or has attained sixty-five (65) years of age and has for ten (10) years continuously been an ordinary member of the Association;
- ii. Shall be eligible for election as a life member of the Association upon recommendation by the National Governing Council.
- iii. A Life member shall be eligible to be elected or appointed to any office in the Association but shall **not be liable to pay** any subscription to the Association.
- iv. Past Presidents of the Association who have not declared intentions of coming back to elected office shall be accorded life membership
- v. Shall enjoy all rights and privileges accorded to ordinary members and eligible to vote.

3.1.5. Student Member

- i. Such person shall include persons registered as students for the Degree of Bachelor of Dental Surgery (BDS) or its equivalent at an institution of higher learning recognized by the Medical Practitioners and Dentists Board (MPDB) and Commission for University Education (CUE).
- ii. Student members may attend all Association meetings and enjoy all other rights and privileges accorded to ordinary members but shall not be eligible to vote.

3.1.6. Junior Members

- i. Shall include persons having attained BDS or its equivalent recognized by KMPDC & CUE and are eligible to be licensed.
- ii. To qualify for such membership a person shall have to apply in writing to the Secretary General of the Association who shall then put his or her application before the National Governing Council for consideration, provided that such an applicant meets the requirements for Junior Membership as spelled out by the Governing Council.
- iii. Shall convert to ordinary membership upon payment of the membership fees.
- iv. Shall not be eligible to vote.

3.1.7. Corporate Member

- i. Corporate membership is open to any organization providing services either directly or indirectly related to the oral health profession and includes but is not limited to Corporate Organizations, associations or government and non-governmental agencies. Corporate members are admitted at the discretion of the General meeting. They are not eligible to vote or attend General Meetings.
- ii. A Corporate member shall be liable to pay a membership fee and/or subscription fee to the Association as determined by the Association
- iii. Membership shall be renewed annually.

3.2. Membership Fee

- i. The membership/subscription fee payable by members of the Association shall be such sums as may from time to time be determined by the Association in a general meeting upon the recommendation of the General Meeting.
- ii. Such subscription or membership fee shall be due and payable on or by the first day of January each year, or upon joining the Association.
- iii. The payment of the prescribed membership fee to the Association by a member shall confer upon such a member all the privileges of membership of the Association that may be accorded to his/her membership for that calendar year.
- iv. Membership/subscription fee shall be collected by the Association centrally.
- v. Only paid-up members with the exception of life members will be eligible to vote.

3.3. Withdrawal, suspension or expulsion of members

- i. Any member may withdraw from the Association by signifying his/her wish to do so in writing to the Secretary General.
- ii. Any member may be suspended from the Association upon consideration by the National Governing Council, recommendation for suspension shall come from the Disciplinary Committee.
- iii. A member whose expulsion is proposed shall have the right to address the general meeting at which his or her expulsion is to be considered either in person or through an appointed representative
- iv. The Disciplinary Committee shall deliberate and recommend to NGC suspensions and expulsions on a case by case basis
- v. A member whose expulsion has been recommended by the Disciplinary Committee under Clause 3.3 (ii) shall only operate as a suspension until the next general meeting of the Association.
- vi. Following such suspension and notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his/her expulsion is to be considered.

- vii. Any member who is adjudicated as bankrupt or insolvent in the case of unnatural member or is convicted of a indictable offence or is guilty of unprofessional conduct may be suspended from the Association by the National Governing Council, pending expulsion under Clause 3.3 (vi).
- viii. Provided that if his/her adjudication is annulled, or his/her conviction is set aside, or he/she receives a full pardon, the National Governing Council shall reinstate him/her to membership as from the date he/she was suspended.
- ix. Any person who withdraws or is removed from membership shall not be entitled to a refund of his/her membership fee or any part thereof, or any monies contributed by him/her at any time.
- x. Any member who falls into arrears with his/her annual membership fee for more than one (1) month shall automatically be struck off the register of the members. The member shall be reinstated upon payment of membership fee.

4. NOMINATION AND VOTING AT THE ANNUAL GENERAL MEETING

- i. Election of office bearers shall be held on an election day following the expiry of the term of the National Governing Council.
- ii. The elections shall be held on or before the 31st of May of every election year, in case of any variation, the electoral body shall set a new date within 21 days. The elections shall be conducted by physical means, or electronically or via a hybrid of the two.
- iii. Elections shall be conducted and presided over by an election board in accordance with the Association's constitution, rules and regulations.
- iv. Voting shall be by secret ballot and conducted by such a body or persons of integrity as the National Governing Council may propose and approve. This body should be in place not less than three months before the elections.
- v. Such body shall make the general rules and guidelines for the elections, or as shall be stated by the election guidelines policy.
- vi. The following officials shall be elected whenever vacancies occur in the Association:
 - a. President
 - b. Vice-president
 - c. Secretary General

- d. Assistant Secretary General
 - e. Honorable Treasurer
 - f. Assistant Honorable Treasurer
 - g. Council Members
 - h. Branch Representative
- vii. The National Governing Council shall be elected by members who attend the Association's AGM.
- viii. The nomination process shall be as outlined below:
- a) Interested persons shall obtain nomination forms from the head office and shall return the forms by REGISTERED MAIL or COURIER, through electronic (email) or personally to the Head Office within twenty-one (21) days i.e. 3 weeks from the date of the announcement.
 - b) Ten persons of good membership standing shall propose and nominate each aspirant person for office in the respective form.

5. DUTIES OF OFFICE BEARERS

5.1 President

- a) The President shall, unless prevented by illness or other sufficient cause, preside over all meetings of the National Governing Council, Annual General Meeting, Special General Meeting, National Executive Council and any other general meetings.
- b) The principal representation for the association.
- c) Execute legal documents on behalf of the association.
- d) Act as a casting vote

5.1.1. Vice president

The Vice President shall deputize the President and perform any duties of the President in his/ her absence.

5.2 Secretary General

- i. The Secretary General shall deal with all the correspondence of the Association under the general supervision of the National Governing Council.
- ii. In cases of urgent matters where the National Governing Council cannot be consulted, he/she shall consult the President or if he/she is not available

the Vice President. The decisions reached shall be subject to ratification or otherwise at the next National Governing Council Meeting.

- iii. He/she shall issue notices convening all meetings of the Association.
- iv. He/she shall be responsible for keeping minutes of all such meetings.
- v. He/she shall be responsible for the preservation of all records of proceedings of the Associations and of the National Governing Council.
- vi. He/she shall coordinate the day-to-day running of the Secretariat of the association

5.2.1 Assistant Secretary General

In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary General and such other duties as shall be assigned to him/her by the Secretary or National Governing Council.

5.3 Honorable Treasurer

- i. The Honorable Treasurer shall under the directions of the National Governing Council
 - a. Receive all monies due, donated or reimbursed to the Association
 - b. Disburse all monies belonging to the Association and
 - c. Shall acknowledge and where possible issue receipts for all monies received by him/her.

The Treasurer shall be responsible to the National Governing Council and to the members that all proper books of accounts and all monies received and paid by the Association are written up, preserved and available for inspection and audit as defined in Clause 16 (iv).

- ii. Shall be a member of the Finance committee

5.3.1 Assistant Honorable Treasurer

- i. The Assistant Treasurer shall perform such duties as may be specifically assigned to him/her by the Treasurer or by the NGC and in the absence of the Treasurer the Assistant Treasurer shall perform the duties of the Treasurer.

- ii. Shall be a member of Finance Committee

5.4 Branch Representative

- i. Promote the interests of branches including coming up with suggestions and motions that specifically target the branches.
- ii. They shall engage in motions, resolutions, and or policies that aim to improve the status of branches in accomplishing the objectives of the association
- iii. To receive and relay any petitions from branch officials of any branch to the National Governing Council.
- iv. To have an oversight role in mechanisms to ensuring that the national governing council implements projects and programs that have a lasting outcome and impact on the branches

6 ORGANS OF THE ASSOCIATION

For the effective governance of the Association there shall be the following organs of the Association—

- a) The Annual General Meeting / AGM
- b) The National Governing Council
- c) The National Executive Committee
- d) Branches
- e) Trustees of the Association

7 GENERAL MEETINGS

7.1 There shall be two classes of general meetings

- i. Annual General Meetings
- ii. Special General Meetings.

7.2 Date and Procedure of the Annual General Meeting

- i. The Annual General Meetings shall be held on or before the 31st of May of every calendar year.
- ii. A Notice in writing of such Annual General Meeting accompanied by the annual statement of account (see Clause 16 (vi) and the agenda

for the meeting shall be sent to all members not less than 21 days before the date of the meeting)

7.3 Agenda of the Annual General Meeting 'AGM'

The Agenda for any Annual General Meeting shall consist of the following:

- i. Apologies
- ii. Confirmation of minutes of the previous Annual General meeting
- iii. The President's report
- iv. Consideration of accounts – treasurer's report and Auditors' report.
- v. Consideration of the Budget for the succeeding year
- vi. Election of office bearers- whenever it is an election year
- vii. Appointment of Annual Financial auditors
- viii. Such other matters as the council may decide or as to which notice shall have been given in writing by a member or member to the secretary at least Twenty-one (21) days before the date of the meeting.
- ix. Any other business with the approval of the President

7.4 The quorum for Annual General Meetings of the Association shall not be less than two-thirds of the members. The quorum will be determined at the time the 21-day notice for the meeting is issued.

Failure to which;

- i. The Secretary General, in consultation with the NGC, shall Issue a new notice in writing of the Annual General Meeting within (7) Seven working days so as the subsequent AGM is held within (14) days from the initial date. The quorum shall not be less than one-third of the members. Failure to which, after one hour the members present will form quorum.

7.5 Agendas, Notice & Quorum for Special General Meeting 'SGM'.

- i. A special general meeting may be called for any specific purpose by the National Governing Council.
- ii. A notice in writing of such a meeting shall be sent to all members not less than fourteen (14) days before the date thereof and where practicable by press advertisement not less than seven (7) days before the date of such a meeting.
- iii. A special general meeting may also be requisitioned for a specific purpose by order in writing to the Secretary General by not less than 10% of members and such meetings shall be held within twenty-eight (28) days of the date of the requisition. The notice for such meeting shall be given in accordance with Clause 7.5 (ii) and no matter shall be discussed other than the stated in the requisition.
- iv. The Quorum conditions for Special General Meetings shall be one-third of the members.

7.6 The NGC shall decide the method of conducting a general meeting and it shall be in one of the following methods; a physical meeting, virtual meeting or a hybrid meeting.

8 THE NATIONAL GOVERNING COUNCIL, 'NGC'

8.1 The National Governing Council or 'NGC' shall consist of;

- i. The President;
- ii. The Vice president;
- iii. The Secretary General;
- iv. The Assistant Secretary;
- v. The Honorable Treasurer;
- vi. The Assistant Honorable Treasurer,
- vii. The Immediate Past President
- viii. Four council members elected to the National Governing Council (NGC) including One elected branch representative, Two Co-opted Members to National Governing Council (NGC) as proposed by the NEC (National Executive Council) and adopted by the National Governing Council.

8.2 National Governing Council Meetings

- i. The National Governing Council shall meet at times and places as it shall resolve at least once every month.
- ii. The National Governing Council through its resolution, shall have power to Co-opt a maximum of two members to the National Governing Council as deemed necessary.
- iii. An NGC member shall cease to be a member following their absence in 3 consecutive meetings without an apology.
- iv. Vacancies caused by members of the council removed from office will be dealt with as laid out in Clause 4.
- v. The quorum for meetings of the NGC shall be two-thirds of all the members of the NGC as comprised in Clause 8.1.
- vi. The National Governing Council's headquarters shall be in Nairobi.

8.3 Duties of the National Governing Council

- i. The NGC shall be responsible for the management of the Association and for that purpose may give directions to the office bearers and the National Executive Committee as to the manner in which, within the law, they shall perform their duties.
- ii. The council shall have power to appoint such working committees as it may deem desirable to make reports to the NGC upon which such action shall be taken.
- iii. The number and membership of the committees shall be determined by the NGC.
- iv. All moneys disbursed on behalf of the Association shall be authorized by the NGC.
- v. The working committees of the Associations shall be as proposed by the NGC. The committees shall be inclusive and have a diverse outlook taking into account the national coverage of KDA.

- vi. Any council member may be appointed to represent the association in any government body outside the association which shall be by a recommendation of a simple majority of the NGC, no single council member shall represent the association in more than two government bodies at the same time.

a) Scientific Committee:

To be in charge of Continuing Dental Education, Journal, Scientific Newsletter, scientific symposium, Scientific Conferences and other related aspects of education.

b) Finance Committee:

To be in charge of raising and managing funds in liaison with the NGC of the Association. It will also be liable for investment decisions and revenue generating avenues for the association.

c) Legal / HR/Disciplinary/Committee:

- i. To be in charge of all the disciplinary matters of the Association and to enforce the constitution. Also tasked with any legal repercussions or pursuits of the association on behalf of the NGC. It will be tasked with human resource related issues arising and those to be maintained.
- ii. To collaborate with KMPDC and relevant authorities to monitor unethical and unlawful practice in dentistry.

d) Welfare/Wellness Committee:

To be in charge of matters the welfare and wellness of members. The activities and operations of the welfare committee may be augmented by the Kenya Dental Association Welfare Trust Deed.

e) Advocacy/Communication/Outreach Committee:

To be in charge of affairs that are related to improving the profile of the association and the promotion of its activities among oral health professionals and members of the public. It will be tasked with organizing dental outreach programs including World Oral Health Day. It will also steer the association's media portals including the Website, Magazine (Odontologue) and Social Media Channels.

9 NATIONAL EXECUTIVE COMMITTEE, 'NEC'

- i. The National Executive Committee shall consist of;
 - a. The President
 - b. The Vice President
 - c. The Secretary General
 - d. The Honorable Treasurer
- ii. The National Executive Committee shall meet at times and places as it shall resolve not less than once every month.
- iii. Any vacancies for members of the 'NEC' caused by resignations, desertions (3 consecutive meetings without apology) emigration or death shall be filled up by the council until the next Annual General Meeting of the Association.
- iv. The President shall be entitled to a casting vote whenever voting.
- v. The quorum for meetings of the National Executive Committee shall be 3 of all members of the NEC as comprised in Clause 9 (i).
- vi. Duties of the National Executive Committee 'NEC'
 - a. The National Executive Committee shall be responsible for the day- to- day management of the Association's secretariat as directed by the NGC.
 - b. The National Executive Committee shall have power to appoint members of the secretariat through a competitive process as determined and approved by NGC, and in accordance with the Human Resource Policy.

10 BRANCHES

10.1 BRANCH LEADERSHIP

The Branches of the Association shall have the following Office Bearers:

- a. The Chairman
- b. The Secretary
- c. The Treasurer
- d. Two Council Members
- e. A Maximum of two Co-opted Members adopted by the sitting branch officials

10.2 Duties of the Branch leadership

- a. The Branch leaderships shall promote the interests of the branches including coming up with suggestions and motions specifically target to the branch;
- b. They shall engage in motions, resolutions and or policies that aim to improve the status of the branches in accomplishing the objectives of the Association;
- c. They shall receive and relay any petitions from their branch members to the NGC

10.3 Each regional branch shall comprise of at least 25 registered and active members of the Association.

10.4 New Branches of the Association may be formed with the approval of the National Governing Council.

10.5 The Branch Executive Committee, otherwise termed 'BEC' shall consist of;

- a. The Chairman;
- b. The Secretary;
- c. The Treasurer;

10.6 Duties of the Branch Executive Committee 'BEC'

Shall oversee the day to day running of branch activities

10.7 The branches shall adopt and abide by the Association constitution.

10.8 Branches should hold general meetings at least once every quarter for the purposes of fulfillment of the Association's objectives.

10.9 All Branches shall hold their respective elections on the same day with the National Elections.

10.10 The branches shall submit their accounts by the end of January for audit to the national office for activities carried out for a period between January and December of the previous calendar year.

10.11 The regional branches may include:

- a. Coast: Mombasa*, Kwale, Kilifi, Tana River, Taita Taveta and Lamu.
- b. Mt. Kenya: Nyeri, Kirinyaga, Embu, Meru, Murang'a, Isiolo, Laikipia.
- c. Western: Kisumu, Bomet, Kericho, Kisii, Migori, HomaBay, Kakamega, Bungoma, Busia and Vihigia, Siaya, Nyamira.
- d. South Rift: Nakuru, Narok, Baringo, Nyandarua, Nyahururu, Samburu.
- e. North Rift: Uasin Gishu, Kapenguria, Trans Nzoia, Nandi, West Pokot, Turkana.
- f. North Eastern: Garrisa, Mandera, Isiolo and Wajir.
- g. Eastern: Machakos, Makueni, Kitui, Kajiado
- h. Nairobi and Kiambu to be represented in the National Office.

10.12 The branch secretaries shall be mandated to keep updated member registers for their respective branches.

11 TRUSTEES

This defines the trustees of the Kenya Dental Association.

- i. The trusteeship shall comprise at least three trustees

ii. **Eligibility Criteria**

- Must have been a KDA member for at least 10 years cumulatively.
- Practiced as a registered dentist for at least 25 years.
- Must meet the following principles:

- a. Personal integrity, competence and suitability,
- b. Objectivity and impartiality in making decisions
- c. Selfless services
- d. Commitment in service
- e. Accountability to public for decisions

- iii. The trustees shall be nominated by a KDA member in good standing.
- iv. The trustees shall be appointed at the Annual General Meeting for a period of four (4) years from amongst members of the Association of good standing.
- v. On retirement, such Trustees shall be eligible for re-election for another term of four (4) years.
- vi. Annual General Meeting (AGM) shall have the power to remove any of the Trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
- vii. All land, buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than three (3) Trustees
- viii. The Trustees shall pay any income received from property, holding company (ies), or any investments of the Association vested in the Trustees to the Treasurer.
- ix. Any expenditure in respect of such property which in the opinion of the Trustees is necessary or desirable shall be reported by the trustees to the council which shall authorize expenditure of such moneys as it thinks fit.
- x. The Trustees shall be adequately appraised by the NGC/the remaining trustees on the property and investments of the Association and transitions shall be characterized by an overlap of outgoing and incoming trustees once the stipulated period is over to ensure continuity and transparency.

- xi. The Trustees should meet twice a year.

12 ELIGIBILITY FOR ELECTIONS

A person shall be eligible for election as an Office Bearer provided the person is;

- i. A representative from each branch
- ii. A fully paid up member of the Association
- iii. Eligible for election as per membership categories
- iv. A member of good standing as defined by National Governing Council
- v. To be elected President, one must have been a National Governing Council member or a NEC member for two (2) years respectively.

13 TERM OF THE OFFICE BEARERS

- i. The President shall serve for a term of two (2) years and shall be eligible for re-election for another two (2) years.
- ii. PROVIDED that there shall be no set limit as to the number of terms that a NEC office bearer can serve except where such office bearer holds office in accordance with the circumstances set out in (iii) herein below.
- iii. The office bearer may continue on an interim basis in case of a crisis, (as determined by the National Governing Council) in the Association or any unforeseen circumstances but the period must not exceed one (1) year following which elections must be held.
- iv. The immediate past President shall be an ex-official member of the National Governing Council for a period of a minimum of two (2) years and a maximum of four (4) years.
- v. All office bearers shall hold office for two (2) years from the date of election, subject to the conditions contained in subparagraph(vi) and (vii)of this Clause as spelled out below.
- vi. Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.
- vii. Office bearers may be removed from office in the same way as is laid down for the suspension and expulsion of a member in Clause 3.3 and such vacancies thus created shall be filled by persons elected at the special general meeting.

14 PROCEDURE OF MEETINGS

14.1 The Association meetings shall be presided over by

- i. The President; or
- ii. The Deputy President in the absence of the President; or
- iii. A member selected by the meeting in the absence of (a) and (b).

14.2 The President may at his/her discretion limit the number of persons permitted to speak in favor of or against any motion.

14.3 Resolutions shall be decided by simple majority voting by a show of hands. In the case of a tie of votes, the President shall have a second or casting vote.

14.4 Where general meetings are held in a virtual or hybrid form appropriate measures shall be taken to ensure that all members openly participate freely and fairly in the making of resolutions.

15 INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

15.1 The books of accounts and all documents relating thereto and a list of members of the Association shall be available for inspection at the registered office of the Association by any officer or member of the Association upon giving not less than SEVEN (7) days' notice to the Association.

15.2 Such inspection must be kept confidential and no unauthorized disclosure shall be allowed.

16 AUDITOR

- i. An auditor shall be appointed for the following year at the annual general meeting and shall be responsible for auditing ALL the Associations financial records.
- ii. All the Association's account records and documents shall be opened for the inspection by the auditor at any time.
- iii. The Auditor shall present an audit report of all Branches, and the National Offices within (90) Ninety days after the financial year of the Association.

- iv. The treasurer shall produce an account of his/her receipts and payments and statements of assets and liabilities made up to a date which shall not be less than Forty-Two (42) days and not more than Ninety (90) Days before the date of the annual general meeting.
- v. The auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Association in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- vi. A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out.
- vii. The auditor shall **NOT** be a member of the Association.

17 ASSOCIATION FUNDS

- i. All the Associations members shall pay their subscription fees **DIRECTLY** to the National Headquarters office.
- ii. The subscription fees shall then be remitted to the respective member affiliated branch as agreed by the NCG and Branch Leadership.
- iii. The funds of the Association may only be used for such purpose as the NGC/BEC may describe as correct and proper, although such purpose must be consistent with the objectives of the Association.
- iv. All monies and funds shall be received by and paid to the Treasurer or branch Treasurer and shall be deposited by him/her in the name of the Association in any bank approved by the council.
- v. No payment shall be made out of bank accounts without a resolution of the NGC authorizing such payments or such budget.
- vi. All payments on such bank accounts shall be authorized and signed by the Treasurer (Mandatory) and President or, Secretary General. In the case of branches, the same shall apply. Branch Chairperson, Branch Secretary and Branch Treasurer.

- vii. The Association shall not distribute any dividend, division or bonus in money unto or between its members.
- viii. The National Governing Council shall have the power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any funds or payments of the Association and shall have the power to appoint another person in his/her place until the next AGM. Such suspension shall be referred to the Disciplinary Committee. The disciplinary committee shall have full powers to recommend to the council what further action should be taken in the matter.
- ix. If proven guilty, such action may include expulsion, refund of the embezzled/misappropriated monies, recommendation to the Medical Practitioners and Dentists Council, for prosecution in a court of law or all of the aforementioned. This also applies to all the branches.
- x. The financial year of the Association shall be from 1st January to 31st December.

18 AMENDMENTS TO THE CONSTITUTION

- i. The NGC or any member in good standing may recommend amendments to the constitution through a written communication to the Secretary General. The NGC will deliberate the proposed amendments and table the same to the AGM.
- ii. Any amendments to the constitution of the Association must be approved by at least two-thirds majority of the members present at a General Meeting of the Association.
- iii. Such amendment(s) will be lodged with the Registrar of Societies.

19 DISSOLUTION

- i. The Association shall not be dissolved except by a resolution passed at a general meeting by a vote of two-thirds of the members.
- ii. Where no such quorum is obtained, the proposal to dissolve the Association shall be submitted to a further general meeting which shall be held one month later.
- iii. Notice of this meeting shall be given to all members of the Association at least fourteen (14) days before the date of the meeting.

- iv. PROVIDED however, that no dissolution shall be effected without prior permission in writing to the Registrar obtained upon application to him made in writing and signed by three (3) office bearers.
- v. When the dissolution of the Association has been approved by the Registrar, no further action shall be taken by the Council or by any office bearer of the Association in connection with the aim(s) of the Association other than to get in and liquidate for cash, all the assets of the Association and the balance thereof shall be distributed in such other manner or means as may be resolved by the meeting at which the resolution for dissolution is passed. In the event of any deficit, such shall be made up in equal parts donated from the current members of the Association.

20 TRANSITION COMMITTEE

- i. A transition Committee if needed can be Established.
- ii. The Committee shall Consist of (2) two current members of the Council, trustees of the Association and (1) Co-opted member for the general membership.
- iii. The Committee shall be responsible and accountable for the running of the association during any leadership transition.