



**CONSTITUTION**  
**ASSOCIATION OF MEDICAL COUNCILS OF AFRICA**  
**(AMCOA)**

As Amended  
10 February 2022

## **ASSOCIATION OF MEDICAL COUNCILS OF AFRICA**

### **MEMORANDUM OF UNDERSTANDING**

**WHEREAS** representatives of the following Medical Councils/Boards of Southern African states met in Livingstone, Zambia during April 1996, namely Botswana, Kenya, Lesotho, Malawi, Mauritius, Namibia, Seychelles, South Africa, Tanzania, Zambia and Zimbabwe.

**AND WHEREAS** the need was recognised for the formation of an Association of Medical Councils of Southern African states;

**AND WHEREAS** a resolution was reached in 2007 to expand the association's jurisdiction to incorporate Medical Councils/Boards in the rest of the African Continent following expressions of interest from member states outside of the Southern Africa Development Community;

**RECOGNISING** that the name Association of Medical Councils of Southern Africa restricted or had a potential of restricting membership and/or to inaccurately describe the constituency of the participating regulatory bodies;

**NOW THEREFORE** it was agreed that the name of the association be changed to "Association of Medical Councils of Africa" with effect from September 2007;

**NOW THEREFORE IT IS AGREED** that the following will be the constitution and the rules of the Association of Medical Councils of Africa.

## CONSTITUTION AND RULES

### 1. DEFINITIONS

In this constitution unless the context otherwise indicates:

- i) **“AGM”** means Annual General Meeting of AMCOA
- ii) **“AMCOA”** means Association of Medical Councils of Africa
- iii) **“MANCO”** means Management Committee of AMCOA
- iv) **“Member”** means a Council or Board that regulates health practitioners in its respective country
- v) **“Associate Member”** means

### 2. NAME

The name of the association shall be the Association of Medical Councils of Africa.

### 3. SECRETARIAT

- a) The Secretariat of AMCOA is hereby established.
- b) The secretariat functions of AMCOA shall be performed by a member body as may be decided from time to time.
- c) The Secretariat shall operate according to the rules as set out by AMCOA and accepted by host country through a signed MoU.
- d) the Secretariat shall perform such administrative functions to support the efficient operation of AMCOA as may from time to time be determined by the AGM and/or the MANCO. Such functions shall include but not be limited to –
  - i) coordinating and providing support to the MANCO and the AGM;
  - ii) providing Secretariat support to all meetings and activities of AMCOA through its Registrar's Office;
  - iii) providing Legal Counsel through its Head of Legal;
  - iv) provide Audit and Risk Management advice through its Risk Division;
  - v) managing membership accounts and collection of membership fees;
  - vi) preparing an annual budget for AMCOA activities for approval by the MANCO and/or AGM;

- vii) incur expenditure for and on behalf of AMCOA based on the approved budget and/or projects as may be approved by the AGM or MANCO from time to time;
- viii) manage all AMCOA funds and ensure appropriate safeguarding and accounting thereof;
- ix) provide quarterly financial statements and annual audited financial statements;
- x) arrange together with the host country for the holding of annual AMCOA meetings and conferences as well as all logistical arrangements; and
- xi) any other functions as may be assigned by the AGM or MANCO.

#### **4. OBJECTS**

The objects of AMCOA are –

- a) to share views and exchange information on matters of common interest;
- b) to promote adoption of best practices amongst member bodies;
- c) to offer a forum for member bodies to liaise with each other in regard to the standards for regulation of health practitioners;
- d) to promote liaison among member bodies in regard to the standards of education and training of health practitioners registered with the respective member bodies;
- e) to offer a forum for member bodies to share views on relevant legislation relating to the regulation of health practitioners.

#### **5. MEMBERSHIP**

- a) The membership to AMCOA is open for all Councils/ Boards that regulate health practitioners within the African Region.
- b) Any prospective member or associate member that wishes to be a member of AMCOA shall apply to AMCOA for admission and may be admitted by AMCOA after meeting all the requirements for admission thereof.
- c) All organizations in the membership, or which are applying for membership, must be in good standing in their own country. An organization is in good standing if it is in compliance with any obligations imposed upon it by a national authority and may

discharge these obligations unconditionally and without restriction. The right to accept or deny membership applications is at the sole discretion of MANCO.

## **5.1. CLASSES OF MEMBERSHIP**

- a) AMCOA has two classes of membership, being Members and Associate Members.
- b) Notwithstanding the eligibility criteria for membership of AMCOA, organizations that have been granted membership in AMCOA by MANCO will retain their membership class status, in perpetuity on payment of the required membership dues, unless their membership is ceased in accordance with the cessation of membership provisions contained in this constitution.
- c) Should there be changes to AMCOA' s membership classifications, with these changes being approved at the AGM, any resulting change in membership fees will be amended accordingly in the next billing cycle for annual membership dues.

### **5.1.1. MEMBERS**

- a) Membership in AMCOA shall be open to medical regulatory authorities and to national associations of health regulatory authorities.
- b) Eligible organizations will be admitted upon approval of their application by MANCO and payment of membership dues.
- c) The term "Medical Regulatory Authority" shall refer to an organization recognized by the Government of a specific country or jurisdiction as being responsible for the registration/licensure of health practitioners whereby such health practitioners are entitled to practice the profession and/or the regulation and discipline of such health practitioners.
- d) Members must uphold the policies and protocols as developed by AMCOA to remain in good standing.

### **5.1.2. ASSOCIATE MEMBER**

An organization, which has a nexus to AMCOA –

- a) as indicated by its direct contribution to the quality and integrity of the practice of medicine and therefore medical regulation, through activities such as medical education and assessment (undergraduate and postgraduate), credentialing of licensed/registered practitioners;
- b) by virtue of directly regulating health care professionals other than the medical profession;
- c) and can reasonably be expected to add a unique perspective or bring expertise to the deliberations of the AGM, and is not otherwise eligible to join AMCOA as a Member, may become an Associate Member upon approval of its application by MANCO and payment of membership dues;
- d) Associate Member must uphold the policies and protocols as developed by AMCOA to remain in good standing.

## **5.2. RIGHTS OF MEMBERS AND ASSOCIATE MEMBERS**

### **5.2.1. RIGHTS OF MEMBERS**

- a) The right to vote at the AGM is vested in, and restricted to, Members in good standing. The term “in good standing” shall be defined to include, but is not limited to, a Member whose dues are current at the time of the Members AGM.
- b) Each Member is entitled to name there (3) participating delegates. As a collective, members located within any one country are entitled to one (1) vote at the AGM and shall appoint two (2) of the delegates named as a participating delegate and the other to serve as the voting delegate on behalf of all of the Members of that country. These delegates may speak at the AGM;
- c) A country must designate a Member in its country to put forth a voting delegate within 30 days of the AGM. If the Members from a country cannot agree on a voting Member, then that country will forfeit the right to vote at the AGM.

- d) Resolutions may be proposed by any Member of AMCOA and the procedure for submission of such resolution shall be in accordance with this Constitution.
- e) Members will be entitled to any information necessary to enable them to participate fully at any AGM.
- f) Any other information held by the Association, whether relating to the Association, any Member or Associate Member, or otherwise, may be released to Members upon request and as the MANCO considers appropriate at its sole discretion.

#### **5.2.2. RIGHTS OF ASSOCIATE MEMBERS**

- a) Associate Members shall be entitled to name two (2) participating delegates who may take part in deliberations at the AGM but Associate Members will have no right to vote or propose resolutions at the AGM.
- b) Associate Members may serve on any standing committee or working group of AMCOA other than the MANCO.
- c) Associate Members will be entitled to any information necessary to enable them to participate fully (except voting or proposing resolutions) at any AGM.
- d) Any other information held by the Association, whether relating to the Association, any Member or Associate Member, or otherwise, may be released to Associate Members upon request and as the MANCO considers appropriate at its sole discretion.

### 5.3. CESSATION OF MEMBERSHIP

Membership of AMCOA for any Member or associate member shall cease either:

a) **On Notice**

Upon written notice given to the AGM of the Member's or Associate Members' intent to withdraw as a member of AMCOA; or

b) **Not In Good Standing**

Where the AGM believes on reasonable grounds that –

- i) The Member or Associate Members is not in good standing, the matter will be considered by the AGM, which may suspend the membership rights of the Member or Associate Members and refer the matter to the next AGM, for a vote as to whether the relevant Member or Associate Member should continue its membership of AMCOA;
- ii) **failure to pay annual membership fee for two consecutive years;**
- iii) a Member or Associate Members committing an act of irregularity or misconduct; or
- iv) Membership shall cease upon a two-thirds vote at the AGM that the relevant Member or Associate Member should not continue to belong to AMCOA.



#### **4.4 REINSTATEMENT OF MEMBERSHIP**

- a) **AMCOA shall reinstate the Member or Associate Member's membership upon –**
- i) **application for reinstatement which will be considered by the MANCO and presented to the AGM for approval;**
  - ii) **payment of membership fees and any other applicable fees as may be determined by AMCOA policies.**

### **6. ELECTION OF OFFICE BEARERS AND ESTABLISHMENT OF COMMITTEES**

#### **6.1. ELECTION PROCESS**

- a) The Secretariat shall facilitate the conduct of the election process of the office bearers; and the various committees.
- b) In conducting the elections, the Secretariat shall call for nominations for each position in the MANCO which nominations shall be by a show of hands unless otherwise directed by the delegates.
- c) Upon the closure of nominations, the Secretariat shall issue ballot papers for voting and the member receiving the highest votes shall be regarded as duly elected.
- d) In the event of a tie during the voting stage, a second round of voting shall be undertaken between the two top candidates and if there is still a tie after three successive votes, the Secretariat shall draw a lot and thereafter announce the duly elected member.

#### **6.2. ELECTION OF OFFICE BEARERS**

- a) AMCOA shall, every three (3) years during the AGM by voting delegates, elect the following office bearers –
  - i) President
  - ii) Vice-President
- b) The term of office of the President and Vice President shall be three (3) years.

c) The outgoing President shall serve for an additional term of two (2) years as the Past President of AMCOA to ensure continuity;

d) Office Bearers –

i) will be drawn from the representatives of members in good standing present at the AGM provided that the President and the Vice President of AMCOA shall not be representatives of the same member.

ii) The President and the Vice President of AMCOA shall be a registered Medical or Dental professionals.

### 6.3. ESTABLISHMENT OF COMMITTEES

#### 6.3.1. MANCO

a) AMCOA shall constitute the MANCO to assist the office bearers in discharging their duties

b) The MANCO shall consist of six (6) members as follows –

i) President, who shall be the Chairperson;

ii) the vice President;

iii) four (4) additional members who shall be constituted as follows:

aa) two (2) shall be a registered Medical or Dental professional; and

bb) two (2) may be from the broader representation;

iv) the President and Registrar of the Secretariat Member, who shall be an ex officio member;

v) Any Committee Chairperson who is not a member of MANCO, shall be an ex officio member; and

vi) The Immediate Past President who shall be an ex-officio member of MANCO.

c) No member shall have more than one representative serving as members on the MANCO;

- d) The term of Office of the MANCO shall be three (3) years aligned to the term of office of the office bearers.
- e) The functions of MANCO are –
- i) MANCO shall act for AMCOA between meetings of the AGM;
  - ii) MANCO shall carry out the mandates of AMCOA as established by the AGM, and it shall have full and complete power and authority to perform all acts and to transact all business for and on behalf of AMCOA;
  - iii) MANCO shall provide leadership in the development and implementation of AMCOA's strategic plan and business plan;
  - iv) MANCO shall review and approve / disapprove all membership applications;
  - v) MANCO shall constitute, manage and co-ordinate the functions of various committees of AMCOA;
  - vi) Members of MANCO shall, at the request of the President, represent AMCOA and speak on behalf of AMCOA to promote recognition of the AMCOA's efforts to fulfil its goals.

#### **6.3.2. OTHER COMMITTEES OF MANCO**

- a) AMCOA, through MANCO, shall constitute the following committees to assist the MANCO where necessary in discharging its duties;
- i. Finance Committee (FC);
  - ii. Education, Training, Research & Practice Committee (ETRC);
  - iii. Communication, Promotion and Marketing Committee (CPMC);
  - iv. Audit and Risk Committee (ARC);
  - v. Implementation Committee consisting of Registrars and/or CEO's, and
  - vi. Any other committee the AGM may deem fit.
- b) The Committees, through MANCO, shall present quarterly activity reports to MANCO who will provide an annual report at the meetings of the AGM;

- c) Committees will meet regularly through other means including, but not limited to, mailed and electronic communications;
- d) Composition of Committees
  - i. Each Committee shall consist of a minimum of three (3) members; at least one of whom shall be a MANCO member;
  - ii. The Chairperson of the Committees will be appointed by MANCO, preferably from its members;
  - iii. The Committees may co-opt members; and
  - iv. The President shall be an ex officio member of all AMCOA Committees.

## 7. VACATION OF OFFICE

- a) Any office bearer shall vacate the office if he or she –
  - i) tenders a resignation;
  - ii) ceases to be a representative of a member in the country of origin and the member has not supported the continued participation of such a representative in MANCO, save that this provision shall not apply to an outgoing President;
  - iii) commits an act of irregularity or misconduct and the AGM decides to terminate his or her membership; and
  - iv) No longer subscribes to the goals and objectives of AMCOA.
- b) In the event of a member terminating the membership of its representative for any reason as outlined in (a) above, the MANCO shall fill such a vacancy for the unexpired portion of the term of office of the MANCO office bearer, MANCO or other Committee and report to the next AGM.

## 8. MEETINGS

### a) AGM

- i) AMCOA shall meet at least once a year at a date(s) and a place to be determined at the previous meeting of the AGM.
- ii) The “place” where the AGM is held, or to be held, includes reference to more than one place including electronic, digital or virtual locations
- iii) Attendance of the AGM shall be limited to three (3) representatives per member, one of whom shall be a voting delegate.
- iv) A member in remote attendance attends a meeting when such member is able at that time of a meeting to link into the digital platform on the day of the meeting and to:
  - i. hear, and where practicable see, and be so heard and, where practicable, be seen by, the other members in attendance,
  - ii. hear, and where practicable see, and be so heard and, where practicable, be seen by, any members of the public entitled to attend the meeting in order to exercise a right to speak at the meeting, and
  - iii. be so heard and, where practicable, be seen by any other members of the public attending the meeting.
- v) The presence of a member in terms of sub-rule iv shall be deemed to be evidence for the attendance register
- vi) The quorum at an AGM shall consist of 50% plus one of the members.
- vii) Resolutions shall be decided by the majority vote of those present and voting, with the President having both a deliberative and a casting vote.
- viii) Adopted resolutions shall be binding on Members and Associate Members (as applicable to each), only so far as they relate to the business of AMCOA, and shall not impinge on the autonomy of Members and Associate Members to implement or not to implement resolutions in terms of their own statutory responsibilities and jurisdictions.

b) **MANCO**

- i) MANCO shall meet at least twice per year;
- ii) A quorum at the Committee shall consist of 50% plus one of the members.

<b>9. FINANCIAL MANAGEMENT</b>
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a) **Revenue Collection**

Funds will be collected by means of annual membership fees determined as set forth below, as well as voluntary contributions, donations, interest on any investment of AMCOA and any other fundraising activities.

b) **Annual membership fees**

- i) Membership fees shall be determined by AMCOA and shall be subject to revision every year.
- ii) Each member shall pay its membership fees within a period of three months after the determination of the membership fees.

c) **Application of funds**

All funds shall be applied for the purpose of giving effect to the objects of AMCOA in accordance with set rules.

d) **Administration of Funds**

All funds of AMCOA shall be administered by the Secretariat appointed in terms of paragraph 2 of this Constitution in conjunction with the Finance Committee, which Secretariat shall annually submit to AMCOA financial statements reflecting the income and expenditure for the year under review.

e) **Payments to Members**

Office Bearers shall be entitled to participation fees and any reimbursements for any expenditure in line with the approved financial policy.

<b>10. LIABILITIES AND INDEMNITY OF MEMBERS</b>
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The liability of members in respect of the obligations of the Association shall be limited to the amount of its membership fees which may be outstanding from time to time.

## 11. AMENDMENTS TO THE CONSTITUTION

- a) The Constitution of AMCOA may be amended by two-thirds of the paid-up members present at the AGM of AMCOA;
- b) Notice of amendment shall be submitted to the MANCO for review three months prior to the AGM;
- c) The submission should include the Proposed Amendments with clear reasoning for the amendment.
- d) Duration of its serving

APPROVED 2022

## 12. DISSOLUTION OF AMCOA

AMCOA may be voluntarily dissolved by resolution of not less than two thirds of the paid-up members present at the AGM of the Association. In such event, a liquidator shall be appointed, who shall be a registered chartered accountant and public auditor. The liquidator shall liquidate the Association by reducing all its assets into cash and paying, firstly, the claims of all creditors (including the costs of liquidation) and, secondly, to all members, their actual contributions, either in full or *pro rata*, as circumstances may indicate; any cash surplus which may remain after these payments have been made is to be allocated by way of a dividend to members in proportion to the total amount of all monies contributed by each member.

**THUS DONE AND SIGNED** ON THIS THE 10<sup>TH</sup> DAY OF FEBRUARY 2022 IN MOMBASA, KENYA

### SIGNATORIES

1. **Botswana** Health Professions Council
2. Medical & Dental Council of **E-Swatini (Swaziland)**
3. Medical & Dental Council of **Gambia**
4. Medical & Dental Council of **Ghana**
5. Medical Practitioners and Dentists Board of **Kenya**
6. Medical, Dental & Pharmacy Council of **Lesotho**
7. **Liberia** Medical and Dental Council
8. Medical Council of **Malawi**
9. Medical & Dental Councils of **Mauritius**
10. Medical & Dental Councils of **Nigeria**
11. Health Professions Councils of **Namibia**
12. **Rwanda** Medical & Dental Council
13. Medical & Dental Council of **Seychelles**
14. Medical & Dental Council of **Sierra Leone**
15. Health Professions Council of **South Africa**
16. **South Sudan** Medical Council
17. Medical Council of **Tanganyika**
18. Medical & Dental Practitioners Council of **Uganda**
19. Health Professions Council of **Zambia**
20. Medical & Dental Practitioners Council of **Zimbabwe**