



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

CONSTITUTION

As Amended
September 2023

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.

AMCOA CONSTITUTION

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) **“Associate Member”** refers to an organization that is involved in the regulation of healthcare services and/or that contributes to the quality and integrity of the health services within any member state represented in AMCOA and beyond.
- iv) **“Delegate”** refers to a person nominated and authorized, by a represented member state, to participate in the Annual General Meetings of AMCOA
- v) **“Full Member”** refers to a Council or Board, either stand-alone or an umbrella organization, that holds the mandate to regulate the practice of medicine or dentistry in its respective country
- vi) **“MANCO”** means Management Committee of AMCOA
- vii) **“Represented member state”** refers to a country which has its medical or dental council serving as a full member

2. OFFICIAL 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 Memorandum of Understanding.
- d) the Secretariat shall perform all 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 medicine and dentistry within the African Region.
- b) Any prospective full 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.
- d) The right to accept or deny membership applications is at the sole discretion of MANCO.

5.1. CLASSES OF MEMBERSHIP

- a) AMCOA shall have **two (2) classes** of membership, namely:
 - i) Full Membership; and
 - ii) Associate Membership;
- 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.

5.2. DESCRIPTION OF MEMBERSHIP CLASSES

5.2.1. FULL MEMBERSHIP

- a) Full Membership in AMCOA shall be open to medical and dental regulatory authorities
- b) Where the medical or dental regulatory authority is a separate organization from a wider umbrella organization, the former shall be the full member;
- c) Eligible organizations will be admitted upon approval of their application by MANCO and payment of membership dues.
- d) The term "Medical or Dental 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 medical or dental practitioners whereby such medical and dental practitioners are entitled to practice the profession or the regulation and discipline of such health practitioners.
- e) Members must uphold the policies and protocols as developed by AMCOA to remain in good standing.

5.2.2. ASSOCIATE MEMBERSHIP

- a) Associate membership in AMCOA shall be open to organizations that are involved in the regulation of healthcare services or that contributes to the quality and integrity of the health services within any member state represented in AMCOA and beyond.
- b) An associate member shall be an organization that is reasonably 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 Full Member.
- c) An associate member may join AMCOA upon approval of its application by MANCO and payment of membership dues;
- d) An Associate Member must uphold the policies and protocols as developed by AMCOA to remain in good standing.

5.3. RIGHTS OF AMCOA MEMBERS

5.3.1. RIGHTS OF FULL MEMBERS

- a) Each represented member state shall be entitled to a maximum of three (3) delegates as follows:
 - (i) One (1) voting delegate bestowed with the mandate to cast a vote on behalf of their respective represented member state at the AGM
 - (ii) Two (2) participating delegates with the mandate to contribute to motions and discussions on behalf of their respective represented member state at the AGM
- b) The right to vote at the AGM is vested in, and restricted to, full members in good standing. The term “in good standing” shall be defined to include, but is not limited to, a member whose dues are up to date as at the time of the members’ AGM.
- c) The names of the above-mentioned delegates shall be submitted to MANCO, through the AMCOA Secretariat, at least **fifteen (15) days** prior to the Annual General Meeting
- d) If the members from a country cannot agree on a voting delegate, then that country will forfeit the right to vote at the AGM.
- e) Resolutions may be proposed by any Member of AMCOA and the procedure for submission of such resolution shall be in accordance with this Constitution.
- f) Subject to any privacy laws or any legal prohibitions, full members will be entitled to any information necessary to enable them to participate fully at any AGM.
- g) 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.

5.3.2. 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
- b) Associate Members cannot propose motions for discussions or cast a vote at the AGM.
- c) Associate Members may serve as ordinary members on any standing committee or working group of AMCOA other than the MANCO.
- d) Subject to any privacy laws or any legal prohibitions, Associate Members will be entitled to any information necessary to enable them to participate fully (except voting or proposing resolutions) at any AGM.
- e) 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.

5.4. CESSATION OF MEMBERSHIP

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

5.4.1. ON NOTICE

Upon submitting written notice given to the AGM of the member's intent to withdraw its membership

5.4.2. LACK OF GOOD STANDING STATUS

- a) A member whose dues are not up to date at the time of an Annual General Meeting;
- b) where MANCO determines, on reasonable grounds, that the Member is not in good standing, for reasons other than the non-payment of any annual membership dues, MANCO, may:
 - (i) Suspend the membership of the Member pending determination by the AGM;
 - (ii) refer the matter to the next AGM for a vote as to whether the said membership of AMCOA will continue or cease.
 - (iii) Membership will cease upon the attainment of a two-thirds majority vote at the Annual General Assembly that the membership of the member in question should cease
 - (iv) For the purposes of this section, an organization is not in good standing if it is not in compliance with any obligations imposed upon it by a national authority or it may not discharge these obligations unconditionally and without restriction.

5.5. REINSTATEMENT OF MEMBERSHIP

AMCOA shall reinstate the Member or Associate Member's membership upon –

- a) application for reinstatement which will be considered by the MANCO and presented to the AGM for approval;
- b) payment of membership fees and any other applicable fees as may be determined by AMCOA policies.

6. MANCO (MANAGEMENT COMMITTEE)
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6.1. ESTABLISHMENT OF MANCO

There is established a Management Committee of AMCOA herein after referred to as MANCO.

6.2. COMPOSITION OF MANCO

- a) The MANCO shall consist of the following substantive members–
 - i) the President, who shall be the Chairperson;

- ii) the Vice President, who shall be the Vice-Chairperson; and
 - iii) Five Representatives, at least one from each regional bloc:
- b) The MANCO shall have the following ex-officio members -
- i) the Registrar of the Secretariat Member Organization; and
 - ii) the Immediate Past President during the twelve-month transitional period.

6.3. FUNCTIONS OF MANCO

- a) The functions of MANCO are as follows:
- 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.
- b) In the event that the President is unable to perform his or her duties for any reason, or vacates office for any reason, the Vice President shall assume the duties of President for the unexpired portion of the term and MANCO shall appoint the Vice President amongst its members.
- c) If the Vice President assumes the duties of the President as envisioned in (b) above, he or she shall be deemed to have served a full term as President if, at the date on which the person assumed office, more than a year and a half remain before the date of the next regularly scheduled election.
- d) For purposes of ensuring continuity, the Outgoing President shall serve for an additional period of twelve (12) months in the position of the 'Immediate Past President';
- e) Once elected to be a member of MANCO, one shall retain their right to cast a vote during elections, but shall however lose their right to vote on motions and resolutions at Annual General Meetings.

6.4. TERMS OF OFFICE OF MANCO MEMBERS

6.4.1. PRESIDENT AND VICE-PRESIDENT

- i) The term of office of the President and the Vice-President shall be three (3) years
- ii) The President and Vice-President shall not hold the respective office for more than two (2) terms
- iii) Should the President or Vice-president cease to be the chairperson or president of their respective AMCOA Member organizations, they will require a written approval from their respective organization to complete their term.

6.4.2. MANCO MEMBERS

- i) The term of office of MANCO Members shall be three (3) years.
- ii) In the event of a vacancy in a MANCO position, MANCO may appoint an individual to that position providing that individual has the support of their Member organization, and otherwise meets the criteria to fill this vacancy for the remainder of the unexpired term.
- iii) Should a MANCO member cease to be a representative of that AMCOA Member organization, then they will require written support and approval to complete their term from the organization they represented when they stood for election.

7. ELIGIBILITY, NOMINATIONS AND ELECTION OF MANCO MEMBERS
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7.1. ELIGIBILITY TO VIE

7.1.1. ELIGIBILITY TO VIE AS PRESIDENT, VICE-PRESIDENT

To be eligible to vie as President, Vice-President and as a MANCO Members one must meet the following criteria:

- a) Must be a Board Chair/President of a full member of AMCOA;
- b) Must be a medical or dental practitioner;
- c) Must have written support by the member council of the prospective candidate;
- d) Must be designated as a delegate at the time of the Annual General Assembly;

7.1.2. ELIGIBILITY TO VIE AS A MANCO MEMBER

To be eligible to vie as a MANCO Member one must meet the following criteria:

- a) Must be a medical or dental practitioner;
- b) Must have written support by the member council of the prospective candidate;
- c) Must be designated as a delegate at the time of the Annual General Assembly;

7.2. NOMINATIONS

- a) The nominations for the above positions shall be received by the Secretariat at least **thirty (30) working days** before the Annual General Meeting in which an election is to be held;
- b) The nominations shall be structured as follows:
 - i) President:
 - If only one candidate for President is nominated, that candidate shall be presented for affirmation at the AGM ;
 - If two or more candidates for President are nominated, an election shall be held.
 - ii) Vice-President:
 - If only one candidate for Vice President is nominated, that candidate shall be presented for affirmation at the AGM;
 - If two or more candidates for Vice President are nominated, an election shall be held.
 - iii) The nominees for Vice President shall not be from the same regional bloc as the President elect;
 - iv) Five Representatives, at least one from each regional bloc:
 - If only one candidate is nominated from a particular regional bloc, that candidate shall be presented for affirmation at the AGM;
 - If two or more candidates are nominated from a particular regional bloc, an election shall be held at the AGM.
- c) All nominees will be invited to provide written statements in support of their candidacy before the vote.

7.3. ELECTION OF MANCO MEMBERS

- a) AMCOA shall, every three (3) years during the AGM by voting delegates, elect MANCO Members;
- b) The Secretariat shall facilitate the conduct of the election process of the office bearers;
- c) the Secretariat shall issue ballot papers for voting and the member receiving the highest votes, per position, 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.

8. OTHER COMMITTEES OF AMCOA

- a) AMCOA, through MANCO, shall constitute the following committees to assist the MANCO where necessary in discharging its duties;
 - i) Finance Committee (FINCOM);
 - ii) Education, Training, Research & Practice Committee (ETRPC);
 - iii) Communication, Promotion and Marketing Committee (CPMC);
 - iv) Audit and Risk Committee (ARC);
 - v) Any other committee the AGM may deem fit.
- b) The Committees, through MANCO, shall present quarterly activity reports, who will then provide an annual report at the meetings of the AGM;
- c) Committees will meet regularly through other means including virtually;
- d) The Committees shall be composed as follows:
 - 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 shall be appointed by MANCO from amongst its members;
 - iii) The Committees may co-opt members; and
 - iv) The President shall be an ex officio member of all AMCOA Committees.

9. 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.

10. 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 to the AGM shall be limited to the delegates of the Full and Associate Members;
- 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:
 - hear, and where practicable see, and be so heard and, where practicable, be seen by, the other members in attendance,
 - 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
 - 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 four times per year, including virtually;
- ii) A quorum at the Committee shall consist of 50% plus one of the members.

11. FINANCIAL MANAGEMENT

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 Section 3 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.

12. LIABILITIES AND INDEMNITY OF MEMBERS

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.

13. 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) It should also include the duration of its serving

12. DISSOLUTION OF AMCOA

- a) A motion to dissolve AMCOA must be proposed by at least a third of its full members for consideration detailing the rationale and justification for dissolution;
- b) MANCO shall table the matter before the next ordinary Annual General Meeting for deliberation and consideration by all members;

- c) The rational and justification for the dissolution of AMCOA shall be circulated to all members three months prior to the Annual General Meeting in which the said matter shall be tabled;
- d) Upon tabling before the AGM, AMCOA may be dissolved by resolution of not **less than two thirds** of the paid-up members present at the AGM
- e) In the event, that a resolution for dissolution is passed a liquidator shall be appointed, who shall be a registered chartered accountant and public auditor.
- f) The liquidator shall liquidate AMCOA 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;
- g) 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 7th DAY OF SEPTEMBER 2023 IN KIGALI, RWANDA

SIGNATORIES

1. **Botswana** Health Professions Council
2. **Burundi** Medical Council
3. **Eswatini** Medical and Dental Council
4. Medical and Dental Council **Gambia**
5. Medical & Dental Council of **Ghana**
6. **Kenya** Medical Practitioners and Dentists Council
7. Medical, Dental and Pharmacy Council **Lesotho**
8. **Liberia** Medical and Dental Council
9. Medical Council of **Malawi**
10. **Mauritius** Dental Council
11. Medical & Dental Council of **Nigeria**
12. Health Professions Councils of **Namibia**
13. **Rwanda** Medical and Dental Council
14. **Seychelles** Medical and Dental Council
15. **Sierra Leone** Medical and Dental Council
16. Health Professions Council of **South Africa**
17. **South Sudan** Medical Council
18. **Sudan** General Medical Council

19. Medical Council of **Tanganyika (Tanzania)**
20. Medical and Dental Practitioners Council of **Uganda**
21. Health Professions Council of **Zambia**
22. Medical and Dental Practitioners Council of **Zimbabwe**