



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

**AMCOA CONSTITUTION (2026)**

**Duly adopted on 27<sup>th</sup> day of August, 2026 in Accra, Ghana.**

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## **PREAMBLE**

**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.

### 1. Definitions

In this constitution unless the context otherwise indicates:

- i) **“AMCOA”** means Association of Medical Councils of Africa
- ii) **“Annual General Meeting” or “AGM”** means the supreme decision-making and policy-making organ of AMCOA, comprising the duly accredited delegates of the Members and exercising the powers and functions conferred upon it by this Constitution.
- iii) **“Associate Member”** refers to a regional, continental or international organisations that is involved in the regulation of healthcare services and whose objectives support healthcare regulation, education, accreditation or professional standards.
- iv) **“Committees of AMCOA”** means the technical, advisory and oversight bodies established by the AGM or the Governing Council to support the discharge of AMCOA’s mandate and functions, and which shall operate within the terms of reference approved in accordance with this Constitution.
- v) **“Delegate”** refers to a person nominated and authorised, by a represented member state, to participate in the Annual General Meetings of AMCOA
- vi) **“Full Member”** refers to a Council or Board, either stand-alone or an umbrella organisation, that holds the mandate to regulate the practice of medicine or dentistry in its respective country
- vii) **“Good Standing”** means a member that has paid annual subscriptions; complies with AMCOA Constitution; remains recognised by its Government; complies with AMCOA policies.
- viii) **“Governing Council”** refers to the principal decision-making organ of AMCOA, vested with authority from the Annual General Meeting to provide strategic leadership and oversee the implementation of its resolutions between meetings.
- ix) **“Governing Council”** means the **governing and oversight organ of AMCOA**, elected by the AGM and exercising the powers and functions delegated to it by the AGM under this Constitution, including providing strategic direction, overseeing the affairs and implementation of the decisions of the AGM, and making recommendations to the AGM on matters reserved for its consideration.
- x) **“Represented member state”** refers to a country which has its medical or dental council serving as a full member
- xi) **“Secretariat”** means the administrative and operational organ of AMCOA responsible for the day-to-day administration and implementation of the decisions, policies and programmes of the Association, under the general oversight and direction of the Governing Council.

### 2. Official Name

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

## CHAPTER 2 – OBJECTIVES OF AMCOA

### 3. Objectives of AMCOA

The objects of the association are as follows:

- (1) to share views and exchange information on matters of common interest;
- (2) to promote adoption of best practices amongst member bodies;
- (3) to offer a forum for member bodies to liaise with each other regarding the standards for regulation of health practitioners;
- (4) to promote liaison among member bodies as relates to the standards of education and training of health practitioners registered with the respective member bodies;
- (5) to offer a forum for member bodies to share views on relevant legislation relating to the regulation of health practitioners.

## CHAPTER 3 – MEMBERSHIP

### 4. Eligibility for Membership

- (1) The membership to AMCOA is open for all Councils/Boards that regulate medicine and dentistry within the African Region.
- (2) 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.
- (3) All organisations in the membership, or which are applying for membership, must be in good standing in their own country.
- (4) An organisation 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.
- (5) Applications for membership shall be considered by the Governing Council, which shall review and verify the eligibility of applicants in accordance with the provisions of this Constitution and AMCOA's membership policy.
- (6) The Governing Council admit the members and present the same to the Annual General Meeting for ratification.

### 5. Classes of Membership

Membership of AMCOA shall consist of the following classes—

- (a) Full Membership; and
- (b) Associate Membership.

### 6. Description of Full Membership

- (1) Full Membership in AMCOA shall be open shall be open to statutory medical and dental regulatory authorities established by law.

- (2) Where the medical or dental regulatory authority is a separate organization from a wider umbrella organisation, the former shall be the full member;
- (3) Eligible organisations will be admitted upon review and approval of their application by the Governing Council and ratification by the AGM and payment of membership dues.
- (4) The term “Medical or Dental Regulatory Authority” shall refer to an organization recognised 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.
- (5) Members must uphold the policies and protocols as developed by AMCOA to remain in good standing.

## **7. Description of Associate Membership**

- (1) Associate membership in AMCOA shall be open to a Regional, continental or international organisations that is involved in the regulation of healthcare services and whose objectives support healthcare regulation, education, accreditation or professional standards. An associate member shall be an organisation 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.
- (2) An associate member may join AMCOA upon approval of its application by the Governing Council and payment of membership dues;
- (3) An Associate Member must uphold the policies and protocols as developed by AMCOA to remain in good standing.

## **8. Rights of Full Members**

- (1) Each represented member state shall be entitled to a maximum of three (3) delegates as follows:
  - (a) One (1) voting delegate bestowed with the mandate to cast a vote on behalf of their respective represented member state at the AGM
  - (b) Two (2) participating delegates with the mandate to contribute to motions and discussions on behalf of their respective represented member state at the AGM
- (2) 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.
- (3) The names of the above-mentioned delegates shall be submitted to the Governing Council, through the AMCOA Secretariat, at least fifteen (15) days prior to the Annual General Meeting
- (4) If the members from a country cannot agree on a voting delegate, then that country

will forfeit the right to vote at the AGM.

- (5) Resolutions may be proposed by any Member of AMCOA and the procedure for submission of such resolution shall be in accordance with this Constitution.
- (6) 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.
- (7) 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 Governing Council considers appropriate at its sole discretion.

## **9. Rights of Associate Members**

- (1) Associate Members shall be entitled to name two (2) participating delegates who may take part in deliberations at the AGM
- (2) Associate Members cannot propose motions for discussions or cast a vote at the AGM.
- (3) Associate Members may serve as ordinary members on any standing committee or working group of AMCOA other than the Governing Council.
- (4) 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.
- (5) 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 Governing Council considers appropriate at its sole discretion.

## **10. Cessation of Membership**

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

- (1) Upon submitting written notice given to the AGM of the member's intent to withdraw its membership
- (2) Membership may cease where a Member no longer satisfies the requirements for good standing -
  - (a) A member whose dues are not up to date at the time of an Annual General Meeting;
  - (b) where Governing Council determines, on reasonable grounds, that the Member is not in good standing, for reasons other than the non-payment of any annual membership dues, Governing Council, 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 organisation 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.

### **11. Reinstatement of Membership**

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

- (1) application for reinstatement which will be considered by the Governing Council and presented to the AGM for approval;
- (2) payment of membership fees and any other applicable fees as may be determined by AMCOA policies.

## **CHAPTER 4 – GOVERNANCE STRUCTURE**

### **12. Organs of AMCOA**

- (1) The organs of the Association shall comprise:
  - (a) The Annual General Meeting (AGM);
  - (b) The Governing Council;
  - (c) The Committees of AMCOA; and
  - (d) The Secretariat.
- (2) These organs shall function in accordance with this Constitution and any rules, policies, or resolutions adopted by the AGM.
- (3) The authority of AMCOA shall be exercised through these organs, each operating within its defined mandate and under the overall supervision of the AGM.

### **13. The Annual General Meeting (AGM)**

- (1) The AGM shall be the supreme decision-making body of AMCOA.
- (2) The AGM shall—
  - (a) determine the overall policy direction and strategic priorities of the Association;
  - (b) receive, consider and where appropriate adopt annual reports, audited financial statements, and work plans;
  - (c) elect members of the Governing Council and other elective offices;
  - (d) approve constitutional amendments, membership admissions, and dissolution of AMCOA;
  - (e) consider and adopt resolutions, recommendations, or policies proposed by the Governing Council or member bodies.
- (3) The decisions of the AGM shall be binding upon all Members, except where they contravene national laws or statutory mandates of Member Councils.

#### **14. The Governing Council**

- (1) There is hereby established a Governing Council of AMCOA, which shall serve as the principal decision-making organ of the Association between meetings of the AGM.
- (2) The Governing Council shall be vested with delegated authority from the AGM to—
  - (a) provide strategic leadership and policy oversight;
  - (b) oversee the implementation of resolutions of the AGM;
  - (c) review and approve annual work plans, budgets, and membership applications;
  - (d) establish and supervise committees of AMCOA;
  - (e) monitor implementation of AMCOA's strategic plan and report to the AGM; and
  - (f) represent the Association in engagements with regional, continental, and global partners.
- (3) The Governing Council shall not engage in day-to-day administrative or operational functions of the Association, which shall be undertaken by the Secretariat under its direction.
- (4) The composition, tenure, and procedures of the Governing Council shall be as provided under Chapter 5 of this Constitution.

#### **15. Committees of AMCOA**

- (1) The Governing Council shall establish Standing and Ad Hoc Committees to support the execution of AMCOA's mandate.
- (2) The Standing Committees shall include—
  - (a) Finance Committee (FINCOM);
  - (b) Education, Training, Research and Practice Committee (ETRPC);
  - (c) Membership, Communication, Promotion and Marketing Committee (MCPMC);and
  - (d) Audit and Risk Committee (ARC);
  - (e) Any other committee that may be deemed necessary by the AGM or the Governing Council.
- (3) Each Committee shall—
  - (a) operate under approved Terms of Reference;
  - (b) be accountable to the Governing Council;
  - (c) may co-opt members, with approval of the Governing Council, for effective delivery of its mandate
  - (d) submit quarterly activity reports and an annual consolidated report to the AGM through the Governing Council; and
  - (e) ensure gender and regional balance in its composition.
- (4) The Chairperson of each Committee shall be appointed by the Governing Council from among its members.
- (5) Committee recommendations shall not bind AMCOA until approved by the Governing Council.

## **16. The Secretariat**

- (a) The Secretariat shall serve as the administrative and operational arm of AMCOA and shall be hosted by a Full Member Council designated by the Annual General Meeting (AGM), upon the recommendation of the Governing Council.
- (b) The appointment of the host Secretariat shall be based on transparent and objective criteria determined by the Governing Council, including the Member Council's institutional capacity, governance systems, administrative capability, financial management systems, and commitment to supporting the objectives of AMCOA.
- (c) The appointment of a host Secretariat shall be formalised through a written Memorandum of Understanding (MoU) between AMCOA and the host Member Council, approved by the Governing Council and endorsed by the Annual General Meeting.
- (d) The Secretariat shall be headed by the Registrar or Chief Executive Officer of the host Member Council, or his/ her designate, who shall serve as Secretary to the AGM, the Governing Council, and all Committees of AMCOA, but shall not have voting rights unless otherwise provided in this Constitution.
- (e) The Secretariat shall—
  - (a) provide administrative, technical, financial, and secretariat support to all organs of AMCOA;
  - (b) implement the resolutions and decisions of the AGM and the Governing Council;
  - (c) manage the finances, records, assets, contracts, and correspondence of AMCOA in accordance with approved policies;
  - (d) prepare annual budgets, work plans, financial reports, meeting documentation, and other reports for consideration by the Governing Council and the AGM;
  - (e) maintain an accurate register of Members, delegates, resolutions, and official records of the Association;
  - (f) facilitate communication and collaboration among Member Councils, Associate Members, partners, and stakeholders;
  - (g) safeguard the institutional memory, intellectual property, archives, and official records of AMCOA; and
  - (h) operate under the strategic direction and oversight of the Governing Council and shall perform its functions in accordance with this Constitution and all policies approved by the AGM.
  - (i) perform any other functions assigned by the AGM or the Governing Council.
- (f) The hosting arrangement may be terminated by resolution of the AGM upon the recommendation of the Governing Council where—
  - (a) the host Member Council resigns from hosting the Secretariat;
  - (b) the host Member Council ceases to be a Full Member in good standing;

- (c) the host Secretariat fails to perform its responsibilities under this Constitution; or the AGM determines that termination is in the best interests of AMCOA.
- (g) Where a new host Secretariat is appointed, the outgoing host shall, within a period determined by the Governing Council, transfer all AMCOA assets, financial records, contracts, correspondence, databases, archives, intellectual property, and any other official records to the incoming host in accordance with an approved handover plan to ensure continuity of operations.
- (h) The Secretariat shall, at all times, act impartially in the interests of AMCOA and shall not exercise decision-making powers reserved for the AGM, the Governing Council, or any Committee established under this Constitution.

## **17. Relationship Between Organs**

- (a) The AGM shall exercise supreme authority over the affairs of AMCOA.
- (b) The Governing Council shall operate under delegated authority from the AGM and shall provide policy direction and oversight to the Committees and Secretariat.
- (c) The Committees shall function as advisory and technical organs of the Governing Council, ensuring specialised focus on key thematic areas.
- (d) The Secretariat shall execute administrative and operational functions in line with resolutions and policies adopted by the AGM and the Governing Council.
- (e) All organs shall act collaboratively and uphold the principles of transparency, accountability, and inclusivity in carrying out their mandates.

## **CHAPTER 5 – OFFICERS OF THE ASSOCIATION**

### **18. Officers of the Association**

- (1) The Officers of the Association shall comprise—
  - (a) The President;
  - (b) The President-Elect; and
  - (c) Five (5) representatives with at least one drawn from each of the recognised regional blocs of AMCOA.
- (2) The Officers shall collectively constitute the Governing Council of AMCOA and shall exercise the powers and functions delegated to them under this Constitution.
- (3) The Officers shall serve the Association in a voluntary capacity and uphold the highest standards of integrity, professionalism, and collegiality.

### **19. Roles and Responsibilities**

#### **(1) The President**

- (a) The President shall be the Chairperson of the Governing Council.
- (b) The President shall—
  - (i) preside over all meetings of the AGM and Governing Council;

- (ii) provide leadership to the Governing Council;
- (iii) represent AMCOA in official and international engagements;
- (iv) ensure implementation of resolutions of the AGM and Governing Council;  
and
- (v) perform any other duties as may be conferred by this Constitution or delegated by the AGM.

## **(2) The President-Elect**

- (a) There shall be a President-Elect elected at an AGM.
- (b) The President-Elect shall not be drawn from the same recognised regional bloc as the incumbent President.
- (c) The President-Elect shall—
  - (i) serve for one (1) term prior to assuming office as President;
  - (ii) support and deputise the President in executing duties of the office;
  - (iii) oversee continuity and institutional memory during the transition period;  
and
  - (iv) automatically assume the office of President at the end of the incumbent's term, unless otherwise disqualified.

## **(3) Regional Representatives**

- (a) There shall be five (5) Regional Representatives elected by the AGM from among the recognised regional blocs of AMCOA.
- (b) In the election of the Regional Representatives, priority shall be given to recognised regional blocs not represented by the President or President-Elect, with such blocs eligible to elect more than one Regional Representative, so as to promote equitable regional representation on the Governing Council.
- (c) Regional Representatives shall—
  - (i) act as liaison persons between AMCOA and member councils in their respective regions;
  - (ii) promote coordination and implementation of AMCOA programmes within the regions;
  - (iii) represent their regions at the Governing Council; and
  - (iv) perform such other duties as may be assigned by the Governing Council.

## **20. Term of Office**

- (1) The term of office for the President shall be for a single term of three (3) years.
- (2) The term of the President-Elect shall run concurrently with that of the incumbent President, after which he or she shall automatically assume the office of President.
- (3) The term of office for regional representatives shall be for three (3) years and shall be eligible for re-election for another term.

- (4) An Officer shall cease to hold office if he or she—
  - (a) resigns in writing;
  - (b) ceases to be an official of the Member Council that nominated him or her;
  - (c) is removed by a two-thirds vote of the AGM for misconduct or failure to perform duties.

## **21. Eligibility for Office**

- (1) To be eligible for election as President-Elect, a nominee shall—
  - (a) be the Chairperson or President of a Full Member Council in good standing;
  - (b) be a registered medical or dental practitioner;
  - (c) have written nomination and support from their Member Council; and
  - (d) be designated as a delegate at the time of the AGM.
- (2) To be eligible for election as a Regional Representative, a nominee shall—
  - (a) be a medical or dental practitioner in good standing;
  - (b) be an officer and is nominated and supported by their Member Council within their regional bloc; and
  - (c) be designated as a delegate to the AGM.
- (3) A person shall not be nominated for more than two (2) elective positions in the same election cycle.
- (4) AMCOA shall, in all elective and appointive processes, strive to ensure that at least one-third ( $\frac{1}{3}$ ) of either gender is represented among the Officers of the Association. The Nominations Committee and regional blocs shall take reasonable measures to encourage qualified candidates of the under-represented gender to vie for elective positions.

## **22. Vacancies and Succession**

### **(1) Vacancy in the Office of President**

- (a) In the event of a vacancy in the office of the President, the President-Elect shall assume the office of the President for the unexpired term.
- (b) Where the President-Elect assumes the office of President in accordance with clause (a), he or she shall be deemed to have served a full term as President if, at the date of assumption of office, more than eighteen (18) months remain before the next regularly scheduled election.

### **(2) Vacancy in Both President and Vice-President Offices**

- (a) Where both the offices of President and President-Elect fall vacant before the expiry of their terms, the Governing Council shall appoint one of the Regional Representatives to serve in an acting capacity as President until the next Annual General Meeting, at which a special election shall be held to fill the vacancies.

### **(3) Vacancy in Any Other Position of the Governing Council**

- (a) In the event of a vacancy in any other position of the Governing Council, the Council may appoint a qualified individual from among the Member Councils to fill the vacancy, for the unexpired term, provided that—
  - i) the individual is nominated by the relevant Regional Bloc from which the vacancy has arisen;
  - ii) the individual has the written endorsement of their Member Council; and
  - iii) the individual meets all eligibility criteria prescribed under this Constitution.

### **(4) Continuity and Reporting**

- (a) The Governing Council shall notify all Member Councils of any vacancy arising and the action taken to fill it within thirty (30) days of such occurrence.

## **23. Code of Conduct for Officers**

- (1) All Officers shall—
  - (a) act in the best interests of AMCOA and its Member Councils;
  - (b) uphold principles of integrity, collegiality, accountability, and good governance;
  - (c) avoid any conflict of interest and disclose any potential or actual conflict prior to deliberations; and
  - (d) comply with all AMCOA policies, codes, and resolutions adopted by the AGM or Governing Council.
- (2) The Governing Council shall maintain a Register of Interests for all Officers and Committee members.

## **24. Liabilities and Indemnity of Officers**

- (1) No Officer or Member shall be held personally liable for acts done in good faith on behalf of AMCOA in the execution of their duties.
- (2) AMCOA shall indemnify its Officers and employees against all lawful expenses, costs, and liabilities reasonably incurred in the discharge of their official duties, provided such actions are taken in good faith.

## **CHAPTER 6 – ELECTIONS AND REPRESENTATION**

### **25. General Principles**

- (1) Elections within AMCOA shall be conducted in a fair, transparent, and participatory manner that upholds the values of integrity, equity, and regional balance.
- (2) The conduct of elections shall be guided by this Constitution and any election rules or procedures approved by the Governing Council and ratified by the Annual General Meeting (AGM).
- (3) Only Full Members in good standing shall be entitled to nominate candidates and

vote in elections.

- (4) The Secretariat, under the supervision of the Governing Council, shall facilitate all election processes.

## **26. Elective Positions**

- (1) The following positions shall be subject to election during the AGM:
  - (a) President-Elect; and
  - (b) Five Regional Representatives, at least one from each recognised AMCOA regional blocks.

## **27. Gender Balance**

- (1) AMCOA shall, in all elective and appointive processes, strive to achieve at least one-third ( $\frac{1}{3}$ ) representation of either gender within the Governing Council and Committees.
- (2) The Nominations Committee and each regional bloc shall take reasonable measures to identify, encourage, and nominate qualified candidates of the under-represented gender.
- (3) Regional blocs and Member Councils shall, where possible, ensure gender balance among their nominees for Regional Representative positions.
- (4) Where gender representation falls below one-third after an election, the Governing Council may take affirmative measures in subsequent appointments to restore balance.

## **28. Nomination Procedure**

- (1) The Secretariat shall issue a call for nominations at least sixty (60) days before the date of the AGM at which an election is to be held.
- (2) All nominations shall—
  - (a) be submitted in writing to the Secretariat no later than thirty (30) working days before the AGM;
  - (b) include a signed nomination form from the Member Council and the nominee's consent to serve; and
  - (c) be accompanied by a brief statement outlining the nominee's qualifications and vision for AMCOA.
- (3) The Nominations Committee shall review all submissions for compliance with eligibility criteria and present the list of qualified nominees to the Governing Council and Secretariat for circulation to Members at least fifteen (15) days before the AGM.
- (4) The AGM shall develop and approve a nomination procedure manual that shall outline the operation and administrative processes for implementing the provisions of this article.



## **29. Election Procedure**

- (1) AMCOA shall, every three (3) years, during the Annual General Meeting, through its voting delegates, elect members of the Governing Council.
- (2) Elections shall be conducted during the AGM under the supervision of the Secretariat and an Election Oversight Panel that shall consist of:
  - (a) a presiding officer;
  - (b) a returning officer;
  - (c) clerks; and
  - (d) observers.
- (3) If only one candidate is nominated for a particular position, that candidate shall be presented for affirmation at the AGM;
- (4) If two or more candidates are nominated for a particular position, an election shall be held.
- (5) Voting shall be by secret ballot or secure electronic means approved by the AGM.
- (6) Each Full Member in good standing shall have one (1) vote per elective position.
- (7) The candidate receiving the highest number of votes shall be declared elected.
- (8) In the event of a tie—
  - (a) a second round of voting shall be conducted between the tied candidates;
  - (b) if a tie persists after the second round, the Election Oversight Panel shall conduct a lot draw to determine the winner, and the result shall be final.
- (9) The Election Oversight Panel shall prepare and sign an Election Report to be presented to the AGM for adoption and inclusion in the minutes.

## **30. Tenure and Transition**

- (1) All elected officers shall assume office at the close of the AGM in which they are elected.
- (2) The President-Elect shall assume the office of President immediately upon the expiry of the incumbent President's term.
- (3) A formal handover shall be carried out immediately and induction session shall be conducted within thirty (30) days of the AGM to ensure smooth transition.

## **31. Suspension or Disqualification of Candidates**

- (1) A nominee or elected officer may be disqualified or suspended if—
  - (a) they are found to have provided false information in their nomination;
  - (b) on the day of the election they do not meet the requirements for eligibility to vie in a position;
  - (c) they are in breach of this Constitution or the AMCOA Code of Conduct; or
  - (d) their Member Council ceases to be in good standing.
- (2) The decision to suspend or disqualify a nominee or officer shall be made by a two-thirds majority of the Governing Council after due process and communicated to all

### **32. Election Dispute Resolution**

- (1) Any dispute arising from the conduct or outcome of elections shall, in the first instance, be referred to the Election Tribunal.
- (2) The Election Tribunal shall be appointed at the AGM before the election and shall consist of;
  - (a) A Member Council not represented in the Governing Council, who shall serve as the Tribunal's Chairperson;
  - (b) Two Associate Members.
- (3) The election dispute should be lodged with Election Tribunal within seven (7) calendar days after the election results being announced;
- (4) The Election Tribunal MUST determine the matter within thirty (30) days.
- (5) The determination of the Election Tribunal in the election dispute shall be final.
- (6) All disputes shall be resolved in accordance with the principles of natural justice, fairness, and transparency.
- (7) The AGM shall develop and approve an election dispute resolution procedure manual that shall outline the operation and administrative processes for implementing the provisions of this article.

## **CHAPTER 7 – MEETINGS OF AMCOA**

### **33. Types and General Conduct of Meetings**

- (1) The meetings of AMCOA shall comprise—
  - (a) the Annual General Meeting (AGM);
  - (b) the Governing Council Meetings; and
  - (c) the Meetings of Committees.
- (2) All meetings shall be conducted in a manner that promotes transparency, inclusivity, and effective participation of Member Councils.
- (3) The conduct of meetings shall adhere to the principles of collegiality, decorum, and mutual respect among members.

### **34. Annual General Meeting (AGM)**

- (1) The AGM shall be the supreme decision-making body of AMCOA.
- (2) The AGM shall—
  - (a) meet once every calendar year at a date, venue, or digital platform determined by the Governing Council and ratified by the previous AGM;
  - (b) receive and consider reports from the President, Secretariat, Committees, and external auditors;
  - (c) adopt policies, budgets, and the annual work plan of AMCOA;

- (d) consider and adopt constitutional amendments, resolutions, and membership applications;
  - (e) elect members of the Governing Council every three (3) years in accordance with Chapter 6; and
  - (f) deliberate on any other matters referred to it by the Governing Council or Member Councils.
- (3) The AGM shall be convened by the Secretariat on behalf of the Governing Council, with at least sixty (60) days' notice to all Members, accompanied by the agenda and relevant documents.
  - (4) Special or Extraordinary General Meetings may be convened by—
    - (a) a resolution of the Governing Council; or
    - (b) a written request by at least one-third ( $\frac{1}{3}$ ) of Full Members in good standing, specifying the matters to be discussed.
  - (5) The agenda of any meeting shall be circulated to all Members not less than fifteen (15) days before the meeting date.

### **35. Governing Council Meetings**

- (1) The Governing Council shall meet at least four (4) times each year, either physically or virtually.
- (2) The President, or in their absence the President-Elect, shall preside over all meetings of the Governing Council.
- (3) Meetings may be held virtually or in hybrid form, provided that members can:
  - (a) hear, and where practicable see, all other participants; and
  - (b) be heard and, where practicable, be seen by all other participants.
- (4) Notice of each Governing Council meeting shall be given by the Secretariat at least thirty (30) days in advance, except in urgent circumstances where shorter notice may be approved by the President.
- (5) The Governing Council may invite observers, technical experts, or partners to attend meetings as non-voting participants, when appropriate.

### **36. Meetings of Committees**

- (1) Each Standing Committee or Working Group shall meet at least quarterly, either in person or through virtual platforms.
- (2) The Chairperson of each Committee shall convene meetings in consultation with the Secretariat.
- (3) Committees may co-opt subject-matter experts, provided such persons do not have voting rights.
- (4) The reports of all Committees shall be submitted to the Governing Council within thirty (30) days following each meeting.
- (5) A consolidated annual report of Committee activities shall be presented to the AGM

through the Governing Council.

### **37. Quorum and Electronic Participation**

- (1) The quorum for the AGM shall be fifty percent (50%) plus one of the Full Members in good standing.
- (2) The quorum for the Governing Council shall be fifty percent (50%) plus one of its members.
- (3) The quorum for Committees or Working Groups shall be a simple majority of their appointed members.
- (4) If quorum is not achieved within one hour of the scheduled start time, the meeting shall be adjourned and reconvened within thirty (30) days, with due notice to all members.
- (5) A Member, Officer, delegate, or Committee member participating in a meeting through virtual, or other real-time communication technology that enables all participants to hear and, where practicable, see one another simultaneously shall be deemed to be present in person for the purposes of—
  - (a) determining the quorum of the meeting;
  - (b) participating in deliberations;
  - (c) proposing and seconding motions; and
  - (d) exercising voting rights, where entitled under this Constitution.

### **38. Decision-Making and Voting**

- (1) Where consensus cannot be achieved, decisions at all meetings shall, unless otherwise provided, be made by a simple majority of members present and voting.
- (2) At an AGM, each Full Member shall have one (1) vote, exercised through its accredited voting delegate.
- (3) The President shall have both a deliberative and a casting vote in the event of a tie.
- (4) Resolutions adopted by the AGM or the Governing Council shall be binding upon Members, insofar as they relate to the business of AMCOA, and shall not infringe upon the statutory autonomy of any Member Council.

### **39. Records and Reporting**

- (1) The Secretariat shall ensure that minutes and attendance registers are kept for all meetings of AMCOA, the Governing Council, and its Committees.
- (2) Minutes shall be confirmed at the next subsequent meeting and signed by the Chairperson and Secretary of the meeting.
- (3) The Secretariat shall maintain a repository of resolutions and circulate a summary of decisions to all Member Councils within thirty (30) days after each meeting.
- (4) A compendium of adopted resolutions and policies shall be maintained and published annually.

### 40. Financial Year

- (1) The financial year of AMCOA shall commence on the 1st day of July and end on the 30th day of June of each year, unless otherwise determined by the AGM.
- (2) All financial reports, audits, and budgets shall be prepared and presented with reference to this financial year.

### 41. Sources of Funds

- (1) The funds of AMCOA shall consist of—
  - (a) annual membership fees paid by Member Councils
  - (b) voluntary contributions or donations from Member Councils, development partners, or other lawful sources;
  - (c) income derived from investments, grants, or projects consistent with AMCOA's objectives; and
  - (d) any other lawful revenue approved by the Governing Council and ratified by the AGM.
- (2) All funds received by AMCOA shall be applied solely toward the promotion of its objectives as defined in this Constitution.

### 42. Annual Membership Fees

- (1) Membership fees shall be determined by the AGM, on recommendation of the Governing Council, and shall be subject to review from time to time.
- (2) Each Full and Associate Member shall pay its annual membership fees within three (3) months after the beginning of the financial year.
- (3) Any Member whose dues remain unpaid after six (6) months shall be deemed not in good standing and may lose voting and elective rights until arrears are cleared.
- (4) The Secretariat shall maintain an updated register of payments and arrears and submit periodic reports to the Governing Council.
- (5) The liability of Members in respect of AMCOA's obligations shall be limited to the amount of their unpaid membership fees, if any.

### 43. Financial Governance

- (1) The Governing Council shall ensure the proper financial management of the Association.
- (2) The Secretariat shall administer the finances of AMCOA in accordance with this Constitution and the Finance Policy.
- (3) The Finance Committee and the Audit and Risk Committee shall perform such functions as may be assigned by the Governing Council or prescribed in the Finance

Policy.

#### **44. Financial and Risk Management Policies**

- (1) The AGM shall approve a Finance Policy governing the financial management of AMCOA.
- (2) The Finance Policy shall provide for, among other matters –
  - (a) budgeting and expenditure;
  - (b) banking and investments;
  - (c) procurement;
  - (d) annual audit reports and financial reporting;
  - (e) travel procedures;
  - (f) reimbursements and allowances;
  - (g) internal controls and risk management; and
  - (h) any other matter necessary for the sound financial administration of AMCOA.
- (3) The Governing Council shall maintain and periodically review the Financial Management and Accountability Policies, setting out controls for budgeting, procurement, audit, and risk management.

#### **45. Financial Reporting**

- (1) The Secretariat shall prepare quarterly financial statements and submit them to the Finance Committee and the Governing Council.
- (2) The Secretariat shall also prepare annual financial statements within six (6) months after the close of each financial year.
- (3) The annual statements shall be audited by an independent external auditor appointed by the AGM on recommendation of the Governing Council.
- (4) The audited financial statements, together with the auditor's report, shall be presented to the AGM for adoption.
- (5) Copies of the approved financial statements shall be circulated to all Members within thirty (30) days after the AGM.

#### **46. Financial Accountability and Ethics**

- (1) All Officers, employees, and agents of AMCOA shall handle financial resources with integrity, diligence, and accountability.
- (2) Any person found to have misappropriated or misused funds of the Association shall be subject to recovery proceedings, and possible legal prosecution in accordance with applicable laws.

#### **47. Financial Transparency and Publication**

- (1) The Secretariat shall publish a summary of AMCOA's annual budget, financial

statements, and audit findings for circulation among Member Councils and development partners.

- (2) The Governing Council may authorise additional disclosures to enhance financial transparency and donor confidence.

## **CHAPTER 9 – AMENDMENT OF THE CONSTITUTION**

### **48. Authority to Amend**

- (1) This Constitution may be amended by the Annual General Meeting (AGM) of AMCOA.
- (2) An amendment shall be deemed adopted when it is supported by at least a two-thirds majority of Full Members in good standing present and voting at a duly convened AGM.

### **49. Initiation of Amendments**

- (1) A proposal to amend this Constitution may be initiated by—
  - (a) the Governing Council, by resolution of a simple majority; or
  - (b) any Full Member Council in good standing, through a written submission to the Secretariat.
- (2) Any proposed amendment shall—
  - (a) clearly specify the article(s) to be amended;
  - (b) provide the proposed new text; and
  - (c) include a written justification explaining the rationale and intended impact of the amendment.

### **50. Submission and Circulation of Proposed Amendments**

- (1) All proposed amendments shall be submitted to the Secretariat at least ninety (90) days prior to the date of the AGM at which they are to be considered.
- (2) The Secretariat shall—
  - (a) acknowledge receipt of the proposal;
  - (b) forward it to the Governing Council for review; and
  - (c) circulate the proposal to all Member Councils at least thirty (30) days before the AGM, together with any observations or recommendations from the Governing Council.

### **51. Consideration and Adoption**

- (1) Proposed amendments shall be discussed at the AGM under a specific agenda item titled “Amendment of the Constitution.”
- (2) The proposer of the amendment shall be given an opportunity to present and justify the proposed change before the members deliberate and vote.

- (3) The adoption of an amendment shall require the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of Full Members present and voting.
- (4) Any amendment adopted by the AGM shall take effect immediately, unless a later effective date is specified in the resolution.

## **52. Record and Publication of Amendments**

- (1) All approved amendments shall be –
  - (a) recorded in the minutes of the AGM;
  - (b) incorporated into the official version of the Constitution; and
  - (c) published and circulated to all Member Councils within sixty (60) days after adoption.
- (2) The Secretariat shall maintain a register of constitutional amendments, including dates of approval and effect.

## **53. Review and Consolidation**

- (1) The Governing Council shall cause a comprehensive review of this Constitution at least once every six (6) years or whenever significant structural or legal changes in AMCOA's operations warrant such review.
- (2) Following each review, the Governing Council shall prepare and circulate a consolidated version of the Constitution incorporating all amendments approved to date.

# **CHAPTER 10 – DISSOLUTION OF AMCOA**

## **54. Authority to Dissolve**

- (1) The dissolution of AMCOA may only be effected by a resolution of the Annual General Meeting (AGM) convened specifically for that purpose.
- (2) A resolution to dissolve AMCOA shall require the support of not less than two-thirds of all Full Members in good standing present and voting at the meeting.

## **55. Proposal for Dissolution**

- (1) A proposal to dissolve AMCOA may be initiated by—
  - (a) the Governing Council, by resolution supported by a simple majority; or
  - (b) at least one-third ( $\frac{1}{3}$ ) of Full Members in good standing, through a written submission to the Secretariat specifying the reasons for dissolution.
- (2) Any proposal for dissolution shall include—
  - (a) the rationale and justification for the proposed dissolution;
  - (b) an assessment of the financial and administrative implications; and
  - (c) proposed arrangements for liquidation or transfer of assets and obligations.



## **56. Notice and Circulation**

- (1) The Secretariat shall, upon receiving a proposal for dissolution—
  - (a) notify all Member Councils within fourteen (14) days; and
  - (b) circulate the full proposal to all Members at least three (3) months prior to the AGM at which the motion is to be considered.
- (2) The notice shall clearly state the time, venue, or virtual platform of the meeting and the specific purpose of deliberating on dissolution.

## **57. Consideration and Decision**

- (1) The proposal for dissolution shall be deliberated upon as a special agenda item at the AGM.
- (2) The proponents of the motion shall present their case, after which the Governing Council shall present its advisory opinion.
- (3) After deliberation, the Chairperson shall call for a vote.
- (4) If the motion attains the required two-thirds majority, AMCOA shall be deemed dissolved with effect from the date of that resolution, unless the resolution specifies another date.

## **58. Appointment of Liquidator**

- (1) Upon passage of a dissolution resolution, the AGM shall appoint a Liquidator, who shall be a registered Chartered Accountant and Certified Public Auditor, to oversee the liquidation process.
- (2) The Liquidator shall—
  - (a) convert AMCOA's assets into cash;
  - (b) settle all lawful debts, liabilities, and costs of liquidation;
  - (c) prepare a final financial report and liquidation statement; and
  - (d) submit the report to the Governing Council and circulate it to all Member Councils.
- (3) The remuneration and expenses of the Liquidator shall form part of the liquidation costs and shall be paid out of AMCOA's funds.

## **59. Distribution of Remaining Assets**

- (1) After settlement of all obligations—
  - (a) any remaining assets shall be used to refund Members' actual contributions, either in full or proportionately, as circumstances permit;
  - (b) if surplus funds remain after such refunds, they shall be distributed as a dividend to Members in proportion to the total amount of monies contributed by each Member over the preceding five (5) financial years.
- (2) Under no circumstances shall any surplus or asset be distributed to individuals, staff, or any private entity not forming part of AMCOA's membership.

## **60. Records and Reporting**

- (1) The Liquidator shall complete the winding-up process and submit a final liquidation report within six (6) months from the date of appointment, unless extended by the Governing Council for just cause.
- (2) The Secretariat shall archive all records of the liquidation process for a minimum of seven (7) years for audit or reference purposes.

## **61. Successor Arrangements**

- (1) Where the dissolution of AMCOA leads to the formation or merger with another continental or regional association having similar objectives, the AGM may, by resolution, authorise the transfer of AMCOA's assets, liabilities, and records to that new entity.
- (2) Any such transfer shall be effected in a transparent manner and in the best interests of Member Councils.

## CHAPTER 11 - ADOPTION OF THE CONSTITUTION

This Constitution of the Association of Medical Councils of Africa (AMCOA) was duly considered and adopted by the Annual General Meeting of the Association held in [City, Country] on the \_\_\_\_ day of \_\_\_\_\_ 2026, by the requisite majority of the Full Members present and voting, and shall come into force on the date of its adoption unless otherwise resolved by the Annual General Meeting.

This Constitution repeals and replaces all previous Constitutions and amendments of the Association to the extent of any inconsistency.

### RECORD OF MEMBERS ADOPTION

1. **Botswana** Health Professions Council
2. **Burundi** Medical Council
3. **Burkina Faso** Medical Council
4. **Eswatini** Medical and Dental Council
5. Medical and Dental Council **Gambia**
6. Medical & Dental Council of **Ghana**
7. **Kenya** Medical Practitioners and Dentists Council
8. Medical, Dental and Pharmacy Council **Lesotho**
9. **Liberia** Medical and Dental Council
10. Medical Council of **Malawi**
11. Dental Council of **Mauritius**
12. Medical & Dental Council of **Nigeria**
13. Health Professions Councils of **Namibia**
14. **Rwanda** Medical and Dental Council
15. **Seychelles** Medical and Dental Council
16. **Sierra Leone** Medical and Dental Council
17. National Health Professionals Council **Somalia**
18. Health Professions Council of **South Africa**
19. **South Sudan** Medical Council
20. **Sudan** General Medical Council
21. Medical Council of **Tanganyika (Tanzania)**
22. Medical and Dental Practitioners Council of **Uganda**
23. Health Professions Council of **Zambia**
24. Medical and Dental Practitioners Council of **Zimbabwe**