

**THE ASSOCIATION OF GYNAECOLOGISTS AND
OBSTETRICIANS OF TANZANIA
(AGOTA)**

CONSTITUTION

ARTICLE 1: DEFINITIONS

In these Constitutions, unless the context otherwise requires:-

“Association”	means the Association of Gynaecologists and Obstetricians of Tanzania.
“President”	means the Chief Executive of the Association elected by the General Assembly.
“Executive council”	means the Executive council of members elected by and at the Annual General Meeting of the Association.
“Member”	means Ordinary, Associate, Honorary member of the Association.
“Rules”	means rules made by the Executive council under the provisions of this Constitution.
“Special Resolution”	means the resolutions of the General Meeting of the Association, which is supported by two thirds of the members present and voting.
“Status”	means the status of the Association as described under Article 4.
“He”	He shall also mean “She” and vice versa.
“Bona fide member”	means a registered member fully paid up and not in arrears of annual subscriptions.
“General Assembly”	means and includes the annual general meeting and the extra ordinary meeting.
“Professional association”	means any organization whose members belong to the same profession.
“Zone”	This means any of the seven zones among Eastern, Northern, Lake, Western, Central, Southern Highlands, and Southern zones.

ARTICLE 2: NAME AND HEADQUARTERS

The name of the Association shall be “The Association of Gynaecologists and Obstetricians of Tanzania and abbreviated AGOTA. Its headquarters shall be in Dar es Salaam.

ARTICLE 3: OFFICIAL LANGUAGE

The official languages of the Association shall be Kiswahili and English.

ARTICLE 4: STATUS

The Association shall be a non-governmental, non-profit, non-partisan and non-religious voluntary organization devoted to carry out the aims and objectives specified in Article 5 of this Constitution in the best interests of its Members.

ARTICLE 5: AIMS AND OBJECTIVES

The aims and objectives of the Association are:-

- 5.1 To promote by all possible means and at all times, the attainment of the highest possible physical and mental well being of women, expectant mothers and their newborn babies.
- 5.2 To promote the exchange of ideas among those involved in the field and practice of obstetrics and gynaecology in Tanzania through all appropriate means
- 5.3 To oversee standards of training and practice at all levels in the field of obstetrics and gynaecology in Tanzania
- 5.4 To promote scientific research in the field of obstetrics and gynaecology.
- 5.5 To promote international cooperation with professional societies and federations with similar objectives and to facilitate professional relationships between the Association and relevant medical and other professional bodies in Tanzania.

ARTICLE 6: FUNCTIONS

The Association in pursuit of the aims and objectives stated in Article 5 may carry out any or all of the following functions:-

- 6.1 To collaborate with other organizations, professional and non-professional bodies without compromising its status, aims and objectives.
- 6.2 To establish committees and sub-committees, work-groups and task-forces for the better carrying out of the aims and objectives of the Association.
- 6.3 To seek opportunities to voice its views and advance its aims and objectives in national and international forums.
- 6.4 To promote means and facilities for continuing medical education for its members.
- 6.5 To organize national and international forums.
- 6.6 To print, publish and broadcast through the mass media and to publish its own journal, books, magazines and the like on the research findings and other activities of the Association.
- 6.7 To undertake any other activity in consonance with the Association's status aims and objectives.

ARTICLE 7: MEMBERSHIP

Membership of the Association shall comprise of Ordinary Members, Associate Members and Honorary Members:-

- 7.1 All doctors registered by the Tanganyika Medical Council to practice the speciality of Obstetrics and Gynaecology are eligible to **ordinary membership**.
- 7.2 All those doctors undergoing training for postgraduate qualifications in Obstetrics and Gynaecology, any clinician who practice or with verifiable interest in reproductive and maternal health shall be eligible for **Associate membership**.

- 7.3 **Honorary members** shall be individuals who in the opinion of the Executive council merit such and have been confirmed by the Annual General Assembly.

ARTICLE 8: ADMISSION AND APPLICATION FOR MEMBERSHIP

All persons wishing to become members of the Association shall submit a formal application for membership to the Honorary General Secretary of the Association.

- 8.1 Every application for membership shall be in the form prescribed by the Executive council together with a copy of his credentials showing that he satisfies the requirement set out in Article 7.
- 8.2 Each application for membership shall be considered by the executive council which shall ensure that the applicant meets the qualifications required by the Constitution and supports the objectives of the Association, after which it shall decide whether or not to admit the applicant for membership and in what category.
- 8.3 The acceptance or refusal for membership shall be communicated in writing to the applicant in a period of three (3) months after the receipt of such application.

ARTICLE 9: MEMBERSHIP FEES

Every member of the Association with the exception of a Honorary member shall upon admission be required to pay entrance fees of Tshs. 20,000/=.

ARTICLE 10: ANNUAL SUBSCRIPTION FEE

Annual subscriptions fee shall be due on the first day of January every year when members shall be required to pay the full rate. The subscriptions of the members shall be reviewed from time to time by the Executive council, and until so reviewed rates shall be as follows:-

- Ordinary membership Tshs. 50,000/=
- Associate membership Tshs. 25,000/=

ARTICLE 11: RIGHTS OF MEMBERS

Any bonafide member of the Association shall have in accordance with this Constitution, by laws and resolutions of the General Assembly, the following rights and obligations:-

- 11.1 With exception to Associate and Honorary members to vote at General Meetings.
- 11.2 To have her name in the published list of members
- 11.3 To receive all publications of the Association at a concession as determined by the Executive council
- 11.4 To obtain copies of documents of the Association upon written request to the Honorary General Secretary
- 11.5 To participate in all general activities of the Association.

- 11.6 With exception of Associate and Honorary members, be eligible to hold office in the Association if he has been a member for at least three years unless under special considerations the General Assembly approves a shorter membership duration.

ARTICLE 12: DUTIES OF THE MEMBERS

All members shall:

- 12.1 Uphold the Constitution,
- 12.2 With exception to Honorary member endeavour to participate in all the activities of the Association
- 12.3 With exception to a Honorary member pay fees and subscriptions when due,
- 12.4 With exception to a Honorary member carry out assignments as may be given by Executive council.

ARTICLE 13: TERMINATION/READMISSION OF MEMBERSHIP

13.1 Termination of membership

A member shall cease to be a member of the Association if:-

- a) He dies
- b) He resigns by giving a three week notice in writing to that effect, lodged to the Honorary General Secretary of the Association
- c) His subscriptions are in arrears for two consecutive years;
- d) The Executive council reasonably believes that the conduct of that member has persistently or seriously undermined the aims and objectives of the Association or has consistently prejudiced the status and interests of the Association and recommends that he be expelled from the Association; the General Assembly upon such recommendation may expel him.

PROVIDED that, such member shall have been given a thirty days notice in writing of such misconduct within which he should submit a written statement of defence or explanation to the Executive council, on the notice of intention. If the Executive council is not satisfied with the explanation, it shall suspend him and submit its recommendation to the General Assembly for final ruling.

13.2 Readmission to Membership

Any member whose membership has been terminated for alleged misconduct under Article 13.1 above may be readmitted to the Association by a resolution of the General Assembly upon his application for readmission to the Executive council.

PROVIDED that at least two years shall have elapsed from the date of his expulsion

ARTICLE 14: ORGANS AND MANAGEMENT

The following shall be the principal organs of the Association

- 14.1 The General Assembly

14.2 The Executive council

14.3 The committees of AGOTA

ARTICLE 15: THE GENERAL ASSEMBLY

The General Assembly is composed of all Members of the Association and it is the Supreme Organ of the Association. All other organs, committee and any sub committee established under its authority shall be subordinate and accountable to the General Assembly.

15.1 The General Assembly shall hold General meetings in the following manner:-

- a) There shall be a meeting of the General Assembly once every year known as the Annual General Meeting (AGM) to be held not more than fifteen Months (15) after the last Meeting unless otherwise approved by the Executive Council
- b) The Meeting specified in article 15.1(a) shall constitute the Ordinary General Meeting.
- c) The venue for an Annual General Meeting shall be determined by the Executive council.
- d) No General Meeting shall be convened unless a twenty eight (28) days notice shall have been given in writing by the Honorary General Secretary inviting all members to attend the meeting.

15.2 Extra-Ordinary General Meeting

In extraordinary circumstances the Honorary General secretary shall, if the Executive council deems fit or upon receiving a petition signed by 25% of ordinary members of good standing demanding a meeting of the General Assembly, issue a 14 days notice calling for an Extra – Ordinary meeting of the General Assembly.

15.3 Chairing of the General Assembly

The General Meetings shall be presided over by the President or in his absence by the Vice President or in the absence of both, by a Chair-person appointed by the meeting, provided that such person shall be a member of the Executive council present in that meeting.

15.4 Quorum

The quorum for an Annual General Meeting shall be not less than 25% of bona fide ordinary members on the Register in the material year of the Meeting.

15.5 Voting

Resolutions of the General Assembly shall be by simple majority of the members present unless otherwise stipulated in this Constitution. The chairperson shall have a casting vote.

15.6 Functions of the general assembly

The functions of the General Assembly shall be:-

- a) To elect or confirm the office bearers of the Association.
- b) To elect the members of the Executive council.
- c) To Approve the Audited Account of the Association,
- d) To Review and approve any motion presented by the Executive council.
- e) To hear appeals of members dissatisfied with decisions of the Executive council.
- f) To receive and adopt Annual Reports from the Executive council.
- g) To pass a Resolution on Amendment of the Constitution whenever the need arises.

- h) To make policies and to approve annual plans and budgets of the Association.

ARTICLE 16: THE EXECUTIVE COUNCIL

16.1 The Executive council which shall be constituted of the following:-

- a) The President
- b) The Vice president
- c) The President Elect,
- d) The Honorary General Secretary,
- e) The Publicity Secretary
- f) The Treasurer,
- g) The immediate past president.
- h) A representative from academic institutions
- i) A representative from private hospitals
- j) Zonal chairperson for each of the seven recognized zones

16.2 The Functions of the Executive council shall be:-

- a) To co-ordinate the day to day activities of the Association in accordance with the organizational structure.
- b) To advise the General Assembly on various matters of the Association.
- c) To take any immediate temporary disciplinary measures against any Member/Office bearer pending final decision by the General Assembly.
- d) To prepare and organize Meetings of the General Assembly.
- e) To prepare and propose the annual plan and budget of the Association and present it to the General Assembly.

16.3 The executive council meeting:-

The Executive council shall hold meetings as often and whenever it deems fit in order to determine the day to day issues of the Association.

16.4 Chairing of the Executive council Meeting:-

The Executive council shall be presided over by the President or in his absence by the Vice President or in the absence of both, by a Chair-person appointed by the meeting.

16.5 Tenure:-

The Executive council Members shall hold office for two (2) years.

Article 17: THE COMMITTEES OF AGOTA

The association will have a scientific committee and other committees as determined by the executive council.

17.1 Scientific committee

The Executive council will appoint a scientific committee which will comprise of 5 members, one of which from the Executive council. The chair of the scientific committee will be appointed by the President of AGOTA.

The aim of the scientific committee will be:-

- a) To review and oversee guidelines and practice related to reproductive and maternal health care and advise the government accordingly.
- b) To review research proposals from AGOTA members and other organization partners on issues related to scientific merit and ethics.
- c) To prepare and control all AGOTA's publications

The committee shall be valid for a period of two years corresponding to the period of the term of the official bearers to a maximum of two terms. The changes shall be made in such a way that half of the members of the scientific committee are replaced to maintain continuity.

17.2 Other committees

The executive council may appoint other committees to deal with particular problems relating to research, education and practice in the speciality and to issues of women's health. The committees will comprise of at least 3 members; one of whom from the Executive council. The committees will have their mandate developed by the Executive council and will be subjected to periodical review.

ARTICLE 18: OFFICE BEARERS

18.1 Office bearers of the Association will comprise of the following:-

- a) The President
- b) Vice President
- c) The President Elect
- d) The Honorary General Secretary
- e) The Publicity Secretary
- f) The Treasurer

18.2 Duties of Office Bearers

The main duties of the office bearer shall be as follows:-

a) The President

- i) Preside over the Annual General Assembly.
- ii) Call an extra ordinary general meeting under this Constitution.
- iii) Be the official spokesman of the Association.
- iv) Chair Executive Council meetings

b) The Vice President

- i) Assist the President in performing his duties and functions;
- ii) Assume the President's duties in the absence of the President.

c) The President Elect

- i) Perform special duties assigned to him by the President
- ii) Understudy duties and roles of the Association's President while awaiting confirmation into presidency during the next Annual General Meeting.

d) The Honorary Secretary

- i) Be the primary link between the members, the supreme organs and the Secretariat;
- ii) Oversee and execute all decisions of the General Meeting;
- iii) Present Report to the General Assembly;
- iv) Co-ordinate all meetings of the supreme organs of the Association (i.e. the Annual General Assembly);
- v) Counter sign all minutes of the Annual General Assembly; and
- vi) Cause the minutes of the Annual General Assembly to be recorded.

d) The Honorary Publicity secretary

- i) To communicate official AGOTA's information to the scientific and general public community
- ii) To inform the President and Executive Council on matters pertaining to existing professional collaborations with the government, local and international organizations.
- iii) To arrange and communicate with the media
- iv) To update and maintain the Organization's website

e) The Honorary Treasurer

- i) Supervise the keeping of the Associations accounts
- ii) Monitor the receipt and disbursement for all monies received by the Association
- iii) Be accountable to the Annual General Assembly and the executive council for the annual financial report of the Association;
- iv) Present a financial audited statement at the Annual General Meeting.
- v) Advise members, the Executive council and office bearers on all matters relating to Associations funds in close consultation with the Association Accountant.

ARTICLE 19: TENURE OF OFFICE FOR OFFICE BEARERS

The Office Bearers shall be elected every two years and shall be eligible for re-election upon completion of the said term PROVIDED THAT no office bearer shall be elected for more than two consecutive terms.

ARTICLE 20: TERMINATION/RE-ELECTION OF OFFICE BEARERS

20.1 A member shall cease to be an office bearer if:-

- a) He dies;
- b) He becomes insane;
- c) He resigns by giving three month's notice in writing to that effect to the Executive council of the Association;

- d) If he misses three consecutive Executive council meetings without notice, or
- e) The Executive council reasonably believes that the office bearer's conduct has persistently or seriously undermined the aims and objectives of the Association or has consistently prejudiced the status and the interests of the Association and recommends that he be expelled from the office; the General Assembly upon such recommendation may expel him.

PROVIDED that such an office bearer shall have been given a two weeks' notice in writing of such misconduct within which he should submit a written statement of defence or explanation to the Executive council of the alleged misconduct. If the executive council is not satisfied with the explanation, it shall suspend him and submit its recommendation to the General Assembly for final ruling.

20.2 Re-election of the Office Bearer

An office bearer who had been terminated for an alleged misconduct under Article 20.1(d) above shall not be eligible for re-election in office in any position for at least 10 years since the date of the termination.

ARTICLE 21: ZONAL BRANCHES

The General Assembly may, upon the recommendations of the Executive council, establish when and where necessary geographical zonal sections of the Association to be known as Zonal branches provided there are at least eight ordinary members.

- 21.1** Each Zonal branch is an integral part of the Association and must follow the Constitution of the Association.
- 21.2** The Zonal Branch shall elect a Zonal Chairperson, a Zonal Secretary and a Zonal Treasurer and these shall constitute a Zonal committee for a period of office of two years.
- 21.3** The Chairperson shall chair all the meetings in the Zone.
- 21.4** The Zonal Secretary shall be the secretary of all the Zonal meetings and shall keep records and be responsible for all correspondence of the Zonal Branch.
- 21.5** The Zonal Treasurer shall on behalf of the Honorary Treasurer of the Association be responsible for the collection of all fees payable to the Association in the relevant Zone and forward the monies collected to the Honorary Treasurer together with a full account of all monetary transactions of the Branch.
- 21.6** Each Zonal Branch shall hold Zonal Branch Meetings at least three times a year and report its activities to the Executive council.
- 21.7** The quorum of Zonal Branch meeting shall be at least one third of the members.

ARTICLE 22: FINANCE

It shall be the duty of the members of the Association to provide financial support to the Association.

- 22.1** The sources of funds to the Association shall be through:
 - (a) Donations, Gifts and Grants
 - (b) Membership fees
 - (c) Annual Subscriptions

- (d) Sales of Professional services and literature
- (e) Fund raising activities
- (f) Association’s fees of 10% to research and activities implemented by the association.
- (g) Any other lawful source as may arise from time to time

22.2 The Association shall operate a Bank account and the signing mandate shall be of two signatories from two categories to be determined by the Executive council. The President shall be the overall accountable person on the Association’s finances.

22.3 The Executive council shall review the financial status of the Association on quarterly basis.

ARTICLE 23: VACANCIES IN OFFICE

In the event of a vacancy in any office of the Association, the Executive council shall have the power to appoint any member of The executive council or any an ordinary Member who has been in the Association for not less than 3 years to hold the vacant post until such Office is filled by the next General Assembly.

PROVIDED that the next General Assembly shall elect an ordinary member who is qualified to fill the vacancy for the remaining period of the tenure of the existing term of office.

ARTICLE 24: AMENDMENT OF THE CONSTITUTION

The Constitution may be amended by two thirds-majority of the ordinary members present at a duly constituted Annual General Assembly.

PROVIDED that the procedures for convening an Annual General Assembly shall have been abided to.

ARTICLE 25: DISSOLUTION

The Association may be dissolved:

25.1 By a resolution passed to that effect by a two-thirds vote of all members at an Extra-ordinary General Assembly called specifically for that purpose;

25.2 If it fails to perform all its obligations under this Constitution.

ADOPTED at:.....thisday of.....2014

Name: Projestine S. Muganyizi

Name: Belinda Balandya

Signature:

Signature:

Address: P.O.Box 7623, DSM

Address:

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Designation: PRESIDENT

Designation: HON.GENERAL SECRETARY