

**CONSTITUTION OF THE**  
**ZIMBABWE WOMEN DOCTOR’S ASSOCIATION**  
**(ZWDA)**

**1. NAME, LEGAL STATUS AND DEFINITIONS**

**1.1.** The name of the Association hereby formed and constituted is “Zimbabwe Women Doctors’ Association”, known and referred to as ‘ZWDA’.

**1.2.** The Association is a *universitas*, a non-profit body with perpetual succession, having an existence apart from any of its Members and capable of suing and being sued in its own name.

**1.3.** The following definitions shall apply to this Constitution –

“**Annual General Meeting**” means an Annual General Meeting held in accordance with this Constitution.

“**Chairperson**” means the persons appointed and/or elected as such in terms of this Constitution.

“**Executive Committee**” means the Executive Committee established in terms of this Constitution.

“**General Meeting**” means the Annual General Meeting or a Special General Meeting.

**2. HEAD OFFICE AND ADDRESS**

18 East Road  
Belgravia  
Harare  
Zimbabwe

**3. AREAS OF OPERATION**

Zimbabwe.

#### **4. AIM**

**4.1.** The aim of the Association is to promote the professional development and welfare of women doctors in Zimbabwe.

#### **5. OBJECTIVES**

The objectives of the Association are: -

**5.1.** To provide a platform for support, networking and communication for women doctors in Zimbabwe.

**5.2.** To support the career development of women doctors in Zimbabwe through mentorship and creating opportunities for development.

**5.3.** To advocate for women doctors in Zimbabwe with respect to challenges faced in the working environment.

**5.4.** To arrange educational seminars, forums and workshops relevant to the professional development of women doctors in Zimbabwe.

**5.5.** To improve Children and Women's health in Zimbabwe by raising awareness and promoting education of communities and health professionals on issues to do with Children and Women's health.

**5.6.** To support female medical students through tertiary funding, mentoring and support.

**5.7.** To associate with other relevant service groups or Associations in order to promote Children and Women's health.

#### **6. MEMBERSHIP**

##### **6.1. Eligibility**

6.1.1. Ordinary Membership is open to all female Medical and Dental practitioners registered with the Zimbabwe Medical and Dental Practitioners Council (MDPCZ).

6.1.2. Associate Membership is open to all Zimbabwean female Medical and Dental practitioners who are not registered with the Zimbabwe Medical and Dental Practitioners Council (MDPCZ) but who are registered abroad.

However, associated Members shall have no voting rights and shall not be eligible to hold office in the ZWDA Committee.

**6.2. Assumption of Membership: -**

- 6.2.1. Membership shall be applied to the Executive Committee or any designated Membership Executive Committee Member of the Association.
- 6.2.2. Each applicant shall complete an application form which shall be obtained from the Association's Secretariat.
- 6.2.3. There shall be payment of an annual and renewal subscription fee which shall be determined by the Association's Annual General Meeting (AGM).

**6.3. Cessation of Membership shall be through: -**

- 6.3.1. Expulsion subject to a disciplinary hearing
- 6.3.2. Non-payment of subscription fees within a period of 3 months after AGM.
- 6.3.3. Resignation.
- 6.3.4. Incapacitation
- 6.3.5. Death

**7. THE EXECUTIVE COMMITTEE**

- 7.1. The affairs of the Association shall be managed by an Executive Committee consisting of between six (6) and twelve (12) elected Members including one ex-officio Member, all of whose services to the Association shall be voluntary and rendered free of any remuneration whatsoever.
- 7.2. The Executive Committee may exercise any of the powers which may be exercised by the Association in terms of this Constitution, other than those powers which may only be exercised by the Association in General Meetings.
- 7.3. The Executive Committee may from time to time co-opt any Member or Members for the purpose of advising it or assisting it on any matter upon which it requires such advice or assistance but the Member or Members so co-opted shall not be entitled to exercise any vote.

- 7.4.** The Executive Committee may appoint amongst Members of the Association to act in various capacities for purposes of effectively and efficiently enhancing the objectives of this Association.
- 7.5.** The Executive Committee shall meet as frequently as it wants to conduct the business of the Association but at least once every quarter. A meeting of the Executive Committee shall be convened at the request of three Members of the Executive Committee.
- 7.6.** The quorum in a meeting of the Executive Committee shall be at least half of the elected Members, excluding the ex-officio Member. If within half of an hour of from the time appointed for the holding of any meeting of the Executive Committee, a quorum is not present, the Executive Committee shall give notice of the fact that a quorum was not present to all Members of the Executive Committee and shall at the same time summon a meeting for the earliest convenient date thereafter and the Members of the Executive Committee attending such meeting thereafter shall form a quorum irrespective of their numbers.
- 7.7.** This committee shall be constituted by the following Members: -
- 7.7.1. Chairperson, who shall be elected by the Executive Committee in its first meeting preceding an Annual General Meeting.
  - 7.7.2. Vice chairperson, who shall be elected by the Executive Committee in its first meeting preceding an Annual General Meeting.
  - 7.7.3. Secretary, who shall be elected by the Executive Committee in its first meeting preceding an Annual General Meeting.
  - 7.7.4. Vice Secretary, who shall be elected by the Executive Committee in its first meeting preceding an Annual General Meeting.
  - 7.7.5. Treasurer, who shall be elected by the Executive Committee in its first meeting preceding an Annual General Meeting.
  - 7.7.6. Up to seven (7) other Members elected in terms of this Constitution.
- 7.8. The roles of the Executive Committee: -**
- 7.8.1. The Executive Committee shall determine policies, procedures and operational systems to be pursued by and within the Association.

- 7.8.2. The Executive Committee shall ensure that such policies are being pursued and transmitted through the Secretariat.
- 7.8.3. The Executive Committee shall approve annual plans and budgets of the Association.
- 7.8.4. The Executive Committee shall employ the Head of the Secretariat who will in turn employ other staff to run the day to day activities of the Association.

**7.9. Tenure of Office of Executive Committee Members :-**

- 7.9.1. Tenure of office shall be one (1) year for the initial Members of the first Executive Committee at inception of the Association and that period shall not be taken into account in reckoning eligibility for re-election of those Members.
- 7.9.2. Executive Committee Members thereafter elected into office shall have a tenure of two (2) years which may be renewed once if the Member is re-elected. A Member who has served two consecutive terms in office shall vacate office and may be eligible for election again after sitting out at least one full term of office.
- 7.9.3. Executive Committee shall be elected at the Annual General Meeting for the upcoming year save for the initial committee.
- 7.9.4. Voting in respect of the election of Executive Committee Members, shall be by show of hands, but if demanded by any three Members present, a poll shall be taken in such a manner as the Chairperson directs. Each Member shall only be entitled to one vote.
- 7.9.5. Positions will be awarded to the candidate with the highest number of votes.
- 7.9.6. No Member shall be permitted to vote in an election in which he or she is nominated.
- 7.9.7. In the event of a tie, either the vote may be retaken between the two candidates with the most votes, or the executive committee Members in attendance will choose the Executive Committee Member for the position in question.

7.9.8. An elected Member of the Executive Committee shall cease to hold office if one or more of the following occurs: -

- 7.9.8.1. Absence from two consecutive meetings of the Association without the leave of the Chairperson;
- 7.9.8.2. Resignation;
- 7.9.8.3. Expulsion following a disciplinary hearing;
- 7.9.8.4. Non-payment of subscription fees within a period of 3 months after an Annual General Meeting;
- 7.9.8.5. Incapacitation; or
- 7.9.8.6. Death.

## **8. DUTIES OF THE INDIVIDUAL EXECUTIVE COMMITTEE MEMBERS**

**8.1.** The duties of the Chairperson shall include:

- 8.1.1. Chairing the meetings of the Executive committee.
- 8.1.2. Leading the Executive Committee in strategic planning, financial accountability, and fundraising.
- 8.1.3. Appraisal of the Director in consultation with other Executive Members.
- 8.1.4. Acting as the link between the Executive Committee and Director without limiting the principles of collective responsibility and executive committee discussions.
- 8.1.5. Representing the Association on key public occasions.
- 8.1.6. Providing leadership to Executive Committee Members.
- 8.1.7. Serving as ex officio Member of Executive Committee's sub-committees excluding the Disciplinary Committee.
- 8.1.8. Acting as the link between the Association and the Medical Women's International Association as a National Co-Ordinator (MWIA NC) by communicating regularly with the MWIA Regional Vice President and the Secretariat of the MWIA, answering all letters, reporting all activities and informing the Association of all MWIA activities and requests.

**8.2.** The duties of the Vice-Chairperson shall include:

- 8.2.1. To carry out the duties of the Chairperson in his/her absence.
- 8.2.2. To chair the disciplinary committee.

**8.3.** The duties of the Treasurer shall include:

- 8.3.1. Providing financial oversight for the Association and give advice to the executive committee on the finances and financial control and operation of the Association.
- 8.3.2. Reporting to the Executive Committee and the Annual General Meeting on the financial matters and standing of the Association.
- 8.3.3. Ensuring that proper books of accounts are kept by the Secretariat.
- 8.3.4. Within three months after the end of each financial year of the Association, cause the accounts of the Association to be audited by registered auditors as appointed by the AGM.
- 8.3.5. Present a financial report to the AGM.

**8.4.** The Duties of the Secretary shall include:

- 8.4.1. To organise meetings of the executive committee in conjunction with the chairperson.
- 8.4.2. Ensuring that all executive committee Members receive all executive committee papers and the notice of at least twenty-one (21) days before each executive committee meetings.
- 8.4.3. Attending meetings, keeping records and circulating minutes of committee meetings.
- 8.4.4. Keeping a register of all names and contact details of all Members of the Executive Committee.
- 8.4.5. Communicating with the Registrar of Private Voluntary Associations (PVOs) and other authorities as required by law.

**8.5.** Vice-Secretary

- 8.5.1. Shall carry out the duties of the Secretary in his/her absence.

## **8.6. Committee Members**

8.6.1. Shall carry out any duties for and on behalf of the Executive Committee as delegated by the executive committee.

## **9. GENERAL MEETING**

**9.1.** The Executive Committee shall within three months after the financial year convene an Annual General Meeting (AGM) at such a date, time and place as determined by the Executive Committee.

**9.2.** Special General Meetings may be called by the Executive Committee for any purpose at any time and shall be promptly called upon receipt of any written requisition signed by at least ten Members stating the objects for which such a meeting is desired.

**9.3.** At least 21 days notice of Annual or Special General Meetings shall be given to all Members and a copy of the agenda for that meeting shall be circulated with each notice of it; provided that a Special General Meeting may be called on less notice, if so recommended by the Executive Committee.

**9.4.** No business shall be transacted at a General Meeting unless a quorum of at least half of Members is present. If within an hour of from the time appointed for the holding of any meeting of the Executive Committee, a quorum is not present, the Executive Committee shall give notice of the fact that a quorum was not present to all Members of the Association and shall at the same time summon a meeting for the earliest convenient date within a period of up to 30 days and the Members of the Association attending such meeting thereafter shall form a quorum irrespective of their numbers.

**9.5.** The business of the AGM shall include but not limited to:

**9.5.1.** To receive a report from the Chairperson of the Executive Committee on its work during and after the year ending 31<sup>st</sup> December last preceding the meeting and on its prospective work;



- 9.5.2. To receive a report from the Treasurer on the Association's financial affairs during and since the year ending 31<sup>st</sup> December last preceding the meeting;
  - 9.5.3. To approve audited financial statements;
  - 9.5.4. To receive, as considered necessary, reports from any other Association relevant to the work and interests of the Association;
  - 9.5.5. To re-elect any Members of the Executive Committee standing down by rotation and standing for re-election;
  - 9.5.6. To elect any new Members to the Executive Committee where any vacancies exist on the Executive Committee;
  - 9.5.7. To transact any other business of which due notice as to its nature has been given to the Secretary at least 14 days before the date of the meeting, or which at least half by number of the Members of the Association agree to consider despite receiving only a lesser period of notice.
- 9.6. The Chairperson of the Association shall preside at all General Meetings. If the Chairman is not present, the Members present shall appoint another Member of the Executive Committee to take the Chair.
- 9.7. If there is an equality of votes for and against any resolution submitted to a General Meeting, then the Chairperson, in addition to his ordinary vote, shall have a casting vote that she may exercise at her discretion and her casting vote may accordingly break any such deadlock.
- 9.8. Voting at General meetings, including voting in respect of the election of Executive Committee Members, shall be by show of hands, but if demanded by any three Members present, a poll shall be taken in such a manner as the Chairperson directs. Each Member shall only be entitled to one vote.

## **10. DISCIPLINARY COMMITTEE**

- 10.1. In the event that a Member of the Association has conducted themselves in a manner that shall be in conflict with the interest or objectives of the Association or ways likely to place the Association in disrepute such a Member shall be deemed to have committed an act of misconduct.

**10.2.** Where an act of misconduct shall be deemed to have been committed as in 10.1 above: -

10.2.1. A disciplinary committee of 3 Executive Committee Members including the Vice Chairperson and four general Members elected by the Annual General Meeting shall be convened. The Vice Chairperson chairing the committee shall have the mandate to investigate, hear the matter and take an appropriate action in line with the code of conduct.

10.2.2. The above said Member shall have a right to appeal in terms of the provisions of the code of conduct.

10.2.3. Disciplinary action shall be in terms of the provision of code of conduct adopted by the AGM.

## **11. FUNDING AND ACCOUNTS**

### **11.1. Funding**

11.1.1. The Association shall be funded through Membership subscriptions and contributions, grants and donations from the public and income-generating projects.

### **11.2. Accounts**

11.2.1. The Executive Committee shall cause proper books of accounts to be kept by the Secretariat.

**11.3.** The treasurer shall within three months after the end of each financial year of the Association cause the accounts to be audited by registered auditors as appointed by the AGM, which audited accounts shall be submitted and be tabled at the subsequent Annual General Meeting.

**11.4.** The Association shall have bank accounts at such commercial banks, as the Executive Committee shall from time to time determine.

**11.5.** These signatories shall include the Head of the Secretariat, and either Treasurer or the Chairperson as counter signatories.

**11.6.** The financial year of the Association shall be from the 1<sup>st</sup> of January to the 31<sup>st</sup> of December of each year.

## **12. AMENDMENTS TO THE CONSTITUTION**

**12.1.** This constitution shall be amended by a resolution passed by at least two thirds of the paid-up Members present at the AGM.

**12.2.** At least three months notice of intention to amend this constitution shall be given to the Members of the AGM of the Association.

**12.3.** Such amendment shall be effective only after approval by the Private Voluntary Association (PVO) Board.

## **13. DISSOLUTION**

**13.1.** Any resolution to dissolve the Association shall be passed by two thirds of paid up Members at the Annual General Meeting or a special general meeting where two thirds of paid up Members shall constitute a quorum.

**13.2.** After the Association has settled its liabilities remaining assets shall be donated to any registered charity Association carrying out similar objectives and activities.

**13.3.** After the Association has settled its liabilities the Registrar of Private Voluntary Associations' shall be advised of such dissolution through a liquidation report.