



CONSTITUTION OF THE ZAMBIA RENAL SOCIETY

Mission Statement

Promoting excellence in the provision of nephrology care and professional development in Zambia

1.0 INTERPRETATION

In this constitution, unless the context otherwise requires:

- 1.1 “The Association” means the Zambia Renal Association.
- 1.2 “The executive Committee” means the Executive of the Association, established under article
- 1.3 “Officer Bearers” means the President, Vice President, Secretary, Treasurer and three committee members.
- 1.4 “Nephrologist” means a medical graduate who has successfully completed a specialization in Nephrology or Fellow of the International Society of Nephrology and is registered by Health Professional Council of Zambia

2.0 NAME OF THE ASSOCIATION

- 2.1 A voluntary association is hereby established under the name of: Zambia Renal Society (the Society).
- 2.2 The society is an non-profit organization

3.0 OBJECTIVES OF THE SOCIETY; The objectives of the society are as follows;

- 3.1 Promote optimal renal care and prevention
- 3.2 To promote profession of nephrology in Zambia
- 3.3 Facilitate co-operation between all interested parties in the field of nephrology and related subjects,
- 3.4 To facilitate guidelines for the optimal care of kidney failure patients in Zambia.
- 3.5 To promote affiliations with such bodies as the Zambia Medical Association (ZMA), The Zambia College of Physicians, Internationall Society of Nephrology and other professional affiliations local and abroad
- 3.6 The Prevention and treatment of renal diseases in Zambia
- 3.7 Fellowship between members, associate members and all professional colleagues.
- 3.8 Research in the field of nephrology and teaching
- 3.9 Health promotion in renal care

4.0 FUNCTIONS OF THE EXECUTIVE COMMITTEE

A minimum of three individuals who are members of the Society shall serve on the Committee, including one member from the private sector.

- 4.1 The Executive Committee shall discharge the functions of the association in line with constitution mandate and committee resolutions

- 4.2 The Executive Committee shall be responsible for discharging daily administrative duties of the association and may retain the services of such personnel as may be required to administer the affairs of the association well.
- 4.3 The Executive Committee shall appoint auditors for the association subject to approval by the general committee
- 4.4 The President shall be the official representative of the association
- 4.5 The Secretary shall give notice to the executive concerning the holding of meetings and shall notify all ordinary members of the suggested blended meetings
- 4.6 The Treasurer shall collect subscriptions, be responsible for the expenditure of the association and shall keep accounts for the association.

5.0 MEMBERSHIP

Membership may be granted to any person who is a medical practitioner, is registered within the Republic of Zambia as a specialist in the field of nephrology and the listed categories will apply

Categories of Membership: The membership of Society shall consist of categories of Members as accepted by the Committee.

- **5.1 Ordinary Member:** Any medical practitioner or scientist who is involved with, or who was previously involved with, research education, training and or the practice of nephrology or any related science will qualify to be elected as an ordinary member. Nephrologists from other countries may be considered as ordinary members of ZRS (despite not being registered with HPCZ) upon the executive committee ratification
- **5.2 Honorary Member:** Any person who has made an exceptional contribution to the promotion of nephrology or any related science or specialization will qualify for honorary membership.
- **5.3 Associate Member:** Associate membership will be available on application to persons who are committed to the promotion of nephrology, who do not qualify as ordinary member. Nurses, paramedics and undergraduates are eligible to apply as associate members
- **5.4 Corporate Member:** Corporate membership will be available on application to companies who are committed to the promotion of nephrology, who do not qualify for ordinary membership.
 - **5.5 Foundation Member**
- Doctors whose names appear in the Membership Register of the Association on Inauguration day shall be considered as Foundation Members

- **5.6 Confirmation of Membership:** Final acceptance of all types of membership will established by the general committee in consultation with the general membership. Only ordinary, paid-up members are eligible to vote.
- **5.7 Conditions and criteria for Membership:** All existing members, and all applicants for membership, shall comply with the conditions and criteria for membership, including the payment of annual membership fees, as determined by the Committee from time to time. Applications for membership that do not comply with such conditions and criteria may be refused by the Committee.
- **5.8 Automatic termination of Membership:** Membership of the Society shall be terminated: upon the death of a Member who is a natural person, or upon the written resignation of a Member or recommendation by the executive committee.
- **5.9 Transfer of Membership:** Membership is not transferrable.
- **5.10 Register of Members:** The Committee must keep and maintain a register with the names and addresses of all the members, including their membership categories.
- **5.11 MEMBERSHIP REGISTER**

The secretary shall keep a register hereinafter referred to as “The Membership Register” in which the following shall be recorded.

- Name, Qualification, Position, Address and Health Professions Council of Zambia/General Nursing Council of Zambia registration Number.
- Date of enrolment as a member and
- Date of termination of membership

6.0 DISCIPLINARY ACTION AND RIGHT OF APPEAL

If in the opinion of the Executive Committee a member is found guilty of improper conduct detrimental to the interests of the Association or has committed a breach of the Provisions of the constitution, the Executive Committee may suspend his/her membership pending appeal; to a disciplinary committee appointed by the Executive Committee or to an Extraordinary General Meeting.

The aggrieved member, against whom the Executive Committee has taken action under article 8 may appeal against the decision to the membership body at the next Annual General Meeting of the Association

7.0 MEMBERSHIP FEE

- 7.1 The membership fees shall be set by the Executive Committee and ratified by the Annual General meeting and shall be due and payable to the Association on or before the last day of January in the year to which the membership relates.

- 7.2 The income and property of the Society shall be used solely for the promotion of its stated Objectives
- 7.3 Membership will be suspended to non paying members and membership privileges during time fees not paid and only restore them for the year when the fees are paid.

7.4 Financial Report: The Committee must ensure that proper records and books of account which fairly reflect the affairs of the Society are kept, and within six months of its financial year a report is compiled by an independent practicing auditor registered in terms of the Auditing Profession Act or an accounting officer stating whether or not the financial statements of the Society are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied in preparing the financial statements and the Society has complied with the financial provisions of this Constitution.

8.0 SCIENTIFIC MEETINGS

- 8.1 Two scientific meetings shall be held annually in either a blended manner or in line with the ZMA
- 8.2 Date and mode of the scientific or continued medical education (CME) shall be decided by the Executive Committee and organizing committee shall give a month notice in writing.

9.0 TERM OF OFFICE

9.1 At least two of the Committee members, starting with those who have been in office the longest since their last appointment, shall retire at every biennial General Meeting, provided that retiring members may be re-elected.

10. Vacancies:

- 10.1 The Committee must, as soon as reasonable possible, appoint someone to fill any vacancy that reduces the number of Committee members to less than the required.

11.0 ELECTION OF OFFICE-BEARERS:

- 11.1 The members in General Meeting must elect a President, Vice president, Treasurer, Secretary and any other office-bearers which the Committee may find necessary, who shall hold office until the next general Meeting. The term of office is two years for all.

12.0 Removal of Committee members:

- 12.2 A Committee member can be removed from office through a two-thirds resolution of the remaining Committee members, provided that the members of the Society must, at the next General Meeting, ratify such resolution of the Committee.

13.0 Election:

- 13.1 All Committee members shall be members of the Society. The Committee shall, unless otherwise provided in this Constitution, be elected by the members of the Society at general meeting every two years

14.0 Conflicting Interests:

- 14.1 Any actual or potential conflict of interest on the part of any member of the Committee, on a matter pertaining to the Society, must be disclosed in writing to the Committee which shall record such conflict of interest in the minutes of the Committee meeting.
- 14.2 Such Committee member may be requested by the Committee to state his/her position in the matter or to respond to pertinent questions, but shall not vote or use his/her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

14.0 MEETINGS OF THE SOCIETY

14.1 Biennial Congress: The Society shall convene at least one Congress every two years. The date and venue for the Biennial Congress shall be announced six (6) months in advance. A General Meeting must be held during the Congress, preceded by the Committee Meeting. Written notice must be issued at least fourteen (14) days before the meeting. The business of the Meeting must include:

- The Chairperson's report,
- The presentation of the Society's Financial Statements,
- The appointment of Auditor/Accounting officer,
- Other appropriate matters, and
- The election of Committee members and office-bearers, where applicable;

Any member may bring a matter which he considers to be of importance to the Society, to the notice of the Committee at a meeting. Notice of such matters must be given to the secretary at least 8 weeks before the meeting (at which the matter will be discussed) takes place. Notice of these issues for discussion will appear on the Agenda.

14.2 Special General Meetings: The Committee, or not less than one-third of the voting Members, may call a Special General Meeting of the Society. At least twenty-one (21) days' written notice must be given to all Members stating the date, time of the Special General Meeting. If the Committee fails to give notice within seven (7) days of the request of one-third of the voting Members, such Members shall be entitled themselves to give notice of and to convene the meeting.

14.3 Powers of the Meeting: The voting Members in a properly convened General Meeting of the Society is the highest decision-making structure of the Society as set out in this Constitution. The voting Members in a General Meet may review, approve or amend any decision taken by the Committee but no such resolution of the voting Members shall nullify any earlier resolution taken by the Committee in accordance with the provisions of this Constitution.

14.4 Procedures at General Meetings: The voting Members may regulate their meetings and proceedings as it finds fit, subject to the following:

The President shall chair all General Meetings.

Meetings may be conducted face-to-face or electronically which would allow Members to be present and participate through electronic means.

If the President is not present within fifteen minutes of the appointed time of the meeting, the voting Members present at the General Meeting shall elect a chairperson for that meeting.

The quorum for General Meetings shall be one quarter of the voting Members of the Society.

If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within fourteen (14) days thereafter. Notice, as provided for under the Constitution, must be given to all voting Members of the Society of such adjournment.

If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the voting Members present, or represented by proxy, shall deem to constitute a quorum for that meeting.

A resolution put to the vote shall be decided by means of a show of hands or by ballot.

A vote by ballot can be demanded by not less than one third the voting Members present, or represented by proxy.

Each voting Member present or represented by proxy shall be entitled to one (1) vote.

Except where this Constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

Proper minutes and attendance records must be kept of all General Meetings. The chairperson must sign the minutes which shall be available at all times for inspection or copying by any Member of the Society on two days' notice to the Secretary.

14.5 NOTICES OF MEETINGS

- All notices terms of this constitution must be given to members in writing (personally, post or electronic communication) to the address provided by the Members.
- The accidental omission to address notices to any Member shall not nullify the proceedings of

any meeting.

- A Member present in person at any meeting shall be deemed to have received notice of such meeting.

If posted, notices shall be deemed to have been received seven days after posting.

14.6 FINANCE AND REPORTS

- **Bank Account:** The Committee must open a bank account in the name of the Society with a registered Bank.
- **Signing:** Cheques and other documents requiring signature on behalf of the Society shall be signed by at least two persons authorized by the Committee.
- **Financial year-end:** The financial year end of the Society shall be end of January.

15.0 AMENDMENTS AND DISSOLUTION

This Constitution may be amended, by resolution of two-thirds of the voting Members present at a General Meeting, provided that the Committee shall be entitled to make changes required to the constitution pursuant with relevant legislative developments.

At least twenty-one (21) days' notice of the Meeting stating the nature of the resolution to be proposed must be given to all the Members of the Society.