

# THE CONSTITUTION OF THE PAEDIATRIC ASSOCIATION OF THE GAMBIA (**PATG**)

#### ARTICLE 1: NAME

- The Name of the Association shall be the Paediatric Association of The Gambia (PATG) herein referred to as **“THE ASSOCIATION”**.

#### ARTICLE 2: AREA AND BRANCHES

- The area to be served by the Association is the Republic of Gambia.
- The Board shall have Power to make Rules within the Terms of this Constitution for the formation of different regional branches of the Association.

#### ARTICLE 3: NATURE

- The membership to the Association shall be voluntary (and shall not be under the control of any other Authority except in so far as it acts as agent for such an Authority for Specific Purposes).
- The Association shall be **Non-Profit** making Association serving all Gambians irrespective of location.

#### ARTICLE 4: MISSION, VISION AND OBJECTIVES

##### a. Mission

To ensure the provision of comprehensive child healthcare delivery through promotion of evidence based practice in paediatric care, research, policy formulation, advocacy, innovation and training of members of the association.

##### b. Vision

- Provision of safe, reliable, efficient healthcare delivery system in The Gambia and the Sub-Region.

##### c. Motto

**Children for Brighter Future**

##### d. Core Values

- Leadership with commitment.
- Quality: Commitment to excellence in paediatric care delivery, training, research and advocacy.
- Inclusivity: champions of accessibility, availability and affordability of paediatric healthcare and services for all children
- Integrity: recognized and respected as paediatric practitioners of good repute.
- Innovation: leaders in professional development and practice, able to organize and deliver care around the needs of patients and family.
- Latitude: Embrace the spirit of enquiry.
- Confidence: Earn confidence and trust of patients' families and colleagues.
- Discipline: Execute with discipline and urgency.

e. Objectives

1. To foster the Interest of the children of The Gambia in all measures considered necessary and appropriate to combat childhood diseases, by soliciting the active co-operation and participation required in implementing such measures and by acting as a centre of public enlightenment on all measures for the management, prevention, control and eradication of childhood diseases.
2. To disseminate knowledge concerning the causes, treatment and prevention of childhood diseases by any means deemed necessary and applicable.
3. To provide counseling and support in the fight against societal ills, drug abuse, early marriages, HIV/AIDS, rape, child abuse, child labour and trafficking, female genital mutilation and other health related issues.
4. To encourage research into causes, management and prevention of childhood diseases in The Gambia.
5. To collaborate in research, advocacy, education, training and sharing experiences for the implementation of best strategies and practices.
6. To facilitate availability, accessibility, affordability and acceptability of Child Health Care in The Gambia.
7. To raise funds and receive donations, endowments, grants, and gifts or other property, materials or equipment of any kind offered for the enhancement of Child Health so as to achieve the Association's mission.
8. To support and supplement the efforts of the government and non-governmental organizations or any other medical professional or service organization in the management, prevention, control and eradication of childhood diseases.
9. To offer voluntary and non-profit making assistance for better Child Health for all Gambian children and their families.
10. To hold or arrange for the holding of periodical Meetings of the Association and of the Medical and Allied Health care profession generally for Scientific and Social purposes.
11. To encourage and assist regional Paediatric meetings.
12. To disseminate information through the publication of a Paediatric journal to be published at such intervals as the Board may determine, which shall be the journal of the Association.
13. To maintain liaison whether by meetings or correspondence or otherwise with other medical associations and bodies throughout the world.
14. To promote cooperation and friendship among the Paediatricians and other healthcare professionals involved in childcare all over the World, particularly in the Gambia.

15. To adopt such other measures as may from time to time deemed necessary for attainment of the objects set forth above.
16. To perform all such actions as maybe deemed incidental to or conducive with the attainment of the above objectives or any of them.
17. To attract, develop and support highly skilled workforce that constantly pursue excellence in child care.
18. To create organization focused leaders in the delivery of efficient childcare.
19. To support the development of infrastructure and capability in childcare research
20. To create and sustain a learning culture that will enable individuals and teams to grow and achieve.

#### **ARTICLE 5: AFFILIATION**

- The Board shall have the power to request and put into effect affiliation to the International Paediatric Association (**IPA**), Union of National African Paediatric Societies and Associations (**UNAPSA**), or any other Body it may consider fit to be affiliated to.

#### **ARTICLE 6: MEMBERSHIP**

##### **a. Classes of Membership**

- Membership of the Association shall consist of Life, Ordinary, Associate, Corporate, Student and Honorary Categories:-
  - i. **LIFE MEMBERSHIP:** Any person paying the prescribed subscription fee to the Association or giving service approved by the Board shall be a Life Member of the Association with power to vote at all meetings.
  - ii. **ORDINARY MEMBERSHIP:** Every medical practitioner registered as a specialist in Paediatrics by the Medical and Dental Council of The Gambia (MDCG) or equivalent bodies around the world paying the prescribed subscription fee to the Association shall be eligible to become an Ordinary Member of the Association with power to Vote at all meetings in that calendar year.
  - iii. **ASSOCIATE MEMBERSHIP:** Any other Medical Practitioner, Clinical Officer, Nurse, Pharmacist, Physiotherapist, etc, who have special interest or training in Childcare after paying the prescribed fee to the Association shall be eligible for Associate Membership subject to approval of the Board. Voting right at the general meeting to the associate members shall be limited to clinical officers and nurses.
  - iv. **CORPORATE MEMBERSHIP:** Any Public Health Authority, Professional or Medical Organization or any other interested Service Organization or Company donating an agreed fund to the Association shall be eligible for Corporate Membership with a Representative that shall not have voting right at the Annual General Meeting but interventional matters.
  - v. **STUDENT MEMBERSHIP:** Any Student who shall pay the prescribed subscription fee for Student Member of the Association and shall not have the right to vote at any General Meetings during that calendar year.
  - vi. **HONORARY MEMBERSHIP:** The Board shall have powers to bestow on those persons who have made outstanding medical or other achievement, Honorary Membership of the Association.

- Every member shall pay to the Association an annual subscription fee of such amount, as may from time to time be determined by the Board and be ratified at a General Meeting.
- Each year's subscription shall entitle a member during that year, to all privileges of membership of the Association.
- Life, Ordinary, Associate and Student Members shall be vetted by the Secretariat, which shall then forward their names for approval by the Board.
- Corporate membership will have to be approved by the Board and the terms and conditions mutually accepted must be endorsed.

**b. Subscription**

- Every member shall pay to the Association an annual subscription fee of such amount, as may from time to time be determined by the Board and be ratified at a General Meeting.
- Each year's subscription shall entitle a member during that year, to all privileges of membership of the Association.

**c. Termination of Membership**

- The Board shall have the power to suspend any member from membership and recommend his/her expulsion to the next General Meeting on the grounds that his/her conduct has adversely affected the reputation or dignity of the association or that s/he has been guilty of activities which contravene the aims and objectives of the Association.
- A member who has fallen into subscription arrears for a year shall be deemed to have ceased being a member of the Association. All classes of members shall pay all such accumulated arrears but the Board may at its discretion exempt any member from this requirement, if deemed fit.
- A member may resign from the Association by submitting a written letter of resignation to the Association's secretary within twenty eight days prior to such intent of resignation.
- Any member who for any reason ceases to be a member shall NOT be entitled to a refund of his/her subscription or any part thereof or any other monies contributed by him/her at any time before, during or after cessation of his/her Membership.

**ARTICLE 7: GOVERNANCE**

- The Association shall be governed by a Board with Headquarters in **BANJUL**. The function of the Board shall be to protect the tenets of the constitution and formulate policy decisions. The Chairperson shall chair all Board meetings and the Board shall elect its secretary.
- The Board shall consist of 7 to 11 members:
  - Chairperson
  - Vice-Chairperson
  - Secretary
  - Treasurer

- Seven Regional Representatives
- Executive Officer

### **Regional Branches**

- The Association shall establish its constituent branches all over The Gambia as deem fit, and such branches shall implement and carry the objectives of this constitution.

The membership of the branches shall constitute not less than ten (10) members of which should be Paediatricians and other healthcare professionals involved in childcare who are members of the Association.

iii. The branches shall elect representatives from amongst themselves two (2) of which shall be the chairperson and secretary and shall represent the branch in the meetings of the Association.

iv. All branches shall be answerable to the Board and its activities and shall form its secretariat to be in tandem with the provisions of this Constitution

v. All branch meetings are chaired by the branch chairperson

vi. All members present at the branch meeting who have paid their annual subscription are eligible to vote.

### **ARTICLE 8: Office Bearers**

a. The Office Bearers of the Association shall constitute the following:

- i. Chairperson
- ii. Vice-Chairperson
- iii. Secretary
- iv. Assistant Secretary
- v. Treasurer
- vi. Assistant Treasurer
- vii. Executive Officer
  - All the office Bearers except the Executive Officer shall be fully subscribed members of the Association and shall be elected at Annual General Meeting for a period of Two Years.
  - Only Paediatricians registered with the Medical and Dental Council can hold the positions of the Chairperson, Vice Chairperson and the Secretary to the executive board.
  - The Executive Officer shall be a non-voting Member of the Board by virtue of the Office.

- No elected Office Bearer shall hold the same position for more than two consecutive terms, (of 2 years each) unless unanimously approved by the Annual General Meeting and that too for only One More Term.
- Any Office Bearer who ceases to be a Member of the Association shall automatically cease to be an Office Bearer.
- Any Board Member – Within the Life of such Board is Absent from Three (3) Consecutive Meetings without Valid Reason/Apology or Prior Permission of the Chairperson shall cease to be a Member of the Board.
- The Board shall have the authority to appoint another member of the association in his/her place temporarily or otherwise.

#### ARTICLE 9: DUTIES OF THE OFFICE BEARERS

**Chairperson:** The Chairperson shall, unless prevented by Illness or other Sufficient cause, preside over all Meetings of the Board and all General Meetings.

**Vice-Chairperson:** The Vice-Chairperson shall perform any duties of the Chairperson in the absence of the Chairperson.

**Secretary:** The Secretary shall deal with all the correspondence of the Association under the general supervision of the Board. In cases of urgent matters where the Board cannot be consulted, s/he shall consult the Chairperson or the Vice-Chairperson, whoever will be available. The Decisions reached shall be subjected to ratification or otherwise at the next Board meeting. He/she shall issue Notices convening Meetings of the Association and shall be responsible for keeping Minutes of all such Meetings and for Proceedings etc of the Association and the Board.

**Assistant Secretary:** In the Absence of the Secretary, the Assistant Secretary shall Perform all the Duties of the Secretary and such other Duties as shall be Assigned to him by the Secretary or Board whether the Secretary is present or not.

**Treasurer:** The Treasurer shall receive and disburse under the directions of the Executive Committee, all monies belonging to the Association and shall issue Receipts for all monies received by him/her, and preserve vouchers for all monies paid by him/her. S/he shall enter, preserve and make available for inspection the proper 'Books of Account' of all financial transactions of the Association. All monies disbursed must be ratified by the Board if not previously approved.

**Assistant Treasurer:** The Assistant Treasurer shall perform such duties as may be specifically assigned to him/her by the Treasurer or by the Board and in the absence of the Treasurer shall perform the duties of the Treasurer.

**Executive Officer:** Shall be responsible for the day-to-day running of the Secretariat under the direction of the Executive Committee. S/he shall manage the secretariat and all its functions as Authorized by the Board.

#### ARTICLE 10: EXECUTIVE COMMITTEE

- There shall be an Executive Committee consisting of the Chairperson, V-Chairperson, Secretary, Treasurer and Executive Officer (an ex-officio member).
- The Executive Committee shall exercise all the powers of the Board for the day-to-day running of the Association within the statute of limitation.
- If any Member of the Executive Committee is unable to act by reason of resignation, absence or any other reason, the Chairperson shall appoint some other Member of the Board in his place temporarily or otherwise.

#### **ARTICLE 11: DUTIES OF THE BOARD**

- The Board shall be responsible for the management of the association and for that purpose may give directions as to the manner in which, within the law, they shall perform their duties. The Board shall have power to appoint Sub-Committees, as it may deem desirable to make reports to the Board upon which such action shall be taken as deemed desirable by the board.
- All monies disbursed on behalf of the Association shall be authorized by the Board.
- The Board shall be vested with the authority to write, amend, add, delete, alter and endorse By-Laws. However all By-Laws will have to be ratified, rectified or be rejected at the next general meeting by a clear majority, to be enforced.

#### **ARTICLE 12: SUBCOMMITTEES**

- The Board shall have the power to appoint Sub-Committees for special purposes e.g. Immunization, HIV/AIDS, Child Abuse, Scientific Conference etc.
- Such Committees shall cease to exist when their function has been fulfilled or, as the Board shall deem appropriate.

#### **ARTICLE 13: THE SECRETARIAT**

- The Board shall establish a Secretariat, which shall be responsible for implementing all the Association's Policies and Projects.
- The Secretariat shall be headed by an Executive Officer who shall be answerable to the Board.
- Members of the Secretariat shall be hired on contract, renewable, depending on the availability of funds and satisfactory job performance.
- The PATG Personnel and Accounting Policies and the Labour Act of The Gambia shall govern members of the Secretariat.

#### **ARTICLE 14: FINANCE**

- a. The Association's Accounts shall be held in a reputable Bank recommended by the Executive Committee and approved by the Board.
- b. The Account Signatories shall be the Chairperson, Secretary and Treasurer. Any two of these signatories shall have the powers to authorize account transactions, one of whom must be either chairperson or treasurer.
- c. The main sources of Income for the Association shall be: -
  - i. Membership fees.



- ii. Government subsidy.
- iii. Donation
- iv. Any other Sources approved by the Board.
- d. The Funds shall be utilized towards meeting any of the following:
  - i. Payment for the expenses and overheads required to carry out the objects of the Association on various matters of childcare and other relevant issues.
  - ii. Paying Personnel manning the Secretariat.
  - iii. Paying the cost of Running and Managing the Secretariat.
- lv Paying for Professional Services rendered by Accountants, Auditors, Advocates and other Professionals.
- v. Any other Incidental Payment approved by the Board.
- e. The Association may from time to time raise, or borrow such sum of monies as shall be recommended or approved by the Board. The Board shall only then forward the request as a special resolution for approval or otherwise at a General Meeting. The Association may secure repayment of or raise any sums as aforesaid by mortgage or charge upon a whole or any part of any property or assets of the Association as the Association may think expedient.
- f. The Board shall prepare a Balance Sheet and Financial Statements of the Association for each year .Such balance sheet and statements shall be audited by the auditors of the Association. The Account of the Association can be audited for any other period that the Board deems necessary.

#### **ARTICLE 16: AUDITORS AND HONORARY LEGAL ADVISER**

- The Annual General Meeting shall elect Auditors who shall audit the Accounts of the Association for the year and present such Audited Accounts to the next Annual General Meeting.
- The Audited Accounts shall be circulated to the members before the Annual General Meeting.
- The Honorary Legal Adviser of the Association shall also be appointed at the Annual General Meeting. He/She will Advise and Act on behalf of the Association on all Legal Matters.

#### **ARTICLE 17: MEETINGS**

##### **a. Annual General Meeting**

- I. An Annual General Meeting of the Members of the Association shall be held once in a calendar Year.
- II. The Principle Business of the Annual General Meeting shall be to receive Reports from the Chairman, Secretary and Treasurer.
- III. To Elect Members of the Board for the ensuing two years when due.
- IV. To Elect seven regional representatives, one from each region, for the ensuing two years.

VI. The Annual General Meeting shall also discuss such other Matters as the Board may decide or to which notice shall have been given in writing to members at least 14 days before the day of the Meeting. AOB will only be permitted by the Chairperson.

VII. The notice of the Annual General Meeting shall be given at least 21 days before such a Meeting.

VIII. The Annual General Meeting shall preferably be held on the last Saturday of every March, unless otherwise directed by the Board.

IX. Quorum: - The business of the Annual General Meeting or Extraordinary General Meeting shall commence when 50% of the total fully paid up members are present. If within half hour of the time fixed for the meeting there is no Quorum, one third of the fully paid up members will constitute a Quorum. If even then there is no Quorum, the meeting will be adjourned and reconvened at a date, time and place as decided by the members present by a majority vote and then whosoever is present shall constitute the Quorum.

**b.Extraordinary General Meeting**

- An Extraordinary General Meeting shall be called when found necessary by the Board.
- A Request for an Extraordinary General Meeting can also be made to the Board by a Member with support of Signatures of at least one third (1/3) of fully paid up Members.
- A Request for an Extraordinary General Meeting shall be expressed in Writing to the Secretary at least twenty one days (21) before such a Meeting takes place.
- The Notice of the Extraordinary General Meeting shall be given at least Fourteen (14) days before such a Meeting. No other Business shall be transacted at such Meeting except the Business stated in the Notice convening the Meeting.

**c. Board Meetings**

- The Board Meetings shall preferably be held on the 1<sup>st</sup> Thursday quarterly.
- An Urgent Meeting can be called if the Chairperson so desires.
- The Quorum for all Board Meetings shall be half of its members. If within half an hour there is no Quorum then one-third Members will constitute a Quorum to transact any business. But any decisions taken will have to be ratified by a full Quorum of at least half the Board Members.

**d. Executive Committee Meetings**

- The Executive Committee shall hold a meeting with the entire Secretariat every 2 months (January, March, May, July, September, and November) or when Desired by the Chairman or upon receiving a requisition signed by not less than 4 Members of the Board specifying the Business of which the Special Meeting of the board is required.
- The Meeting shall be held on the 1st Friday of every two month unless otherwise decided by the Executive Committee.
- The Objective of the Meetings will be to discuss the Secretariat Progress and Map a way forward.

#### **e. Decision at meetings**

- Questions or Disagreements arising at ANY meeting shall be decided by a clear majority of Votes. Each Member present shall have one vote and in case of equality of votes, the Chairperson shall have a second or a casting vote.
- Voting shall be by secret ballot or if there be unanimity.

#### **ARTICLE 20: NO CONFIDENCE MOTION**

- Where there is sufficient reason to remove the Chairperson /or member from his Office, No Confidence Motion will have to be carried by at least 75% of Votes at the Special General Meeting. The Chairperson will be deemed to have been removed from Office upon adoption of the no confidence motion. For Moving a No Confidence Motion against the Chairperson, Signatures of at least half of all Registered Voting Members on the No Confidence Motion prior to be requisitioned will be essential.
- The Notice for the No Confidence Motion at this Special General Meeting shall be given at least Fourteen (14) days before such a Meeting is convened. No Other Business whatsoever shall be transacted at this Specific Special General Meeting.

#### **ARTICLE 21: ARBITRATION**

- All Disputes arising from the contents of the Constitution or as to any Act of Omission or commission under the Association shall at the instance of either Party be referred to Arbitration and unless the Parties here to Agree on the Appointment of a Single Arbitrator appointed by the Chairperson, for the time being, shall be deemed to be a Submission to Arbitration within the Meaning of the Arbitration Act of The Gambia and the amendment thereto for the time being in force.

#### **ARTICLE 22: INDEMNITY**

- In purported exercise of his/her duties, no Office Bearer or Member of the Association shall be personally liable for any loss that might be occasioned to the Association arising out of any unwise agreement, purchase or sale if it is made in good faith, honestly believing the same to be in the interest of the Association.
- Every Office Bearer or Member of the Association, whether doing Work with or without remuneration, shall be indemnified by the Association and it shall be duty of the Association to pay all costs, losses, and expenses which such Office Bearer or Member may incur on behalf of the Association or become liable by reason of any Contract entered into or things done by him/her as such Office Bearer or Member in the discharge of his/her legitimate duties, provided that he/she has acted in good faith and has not committed fraud, embezzlement or a related crime and provided that such act and duty was properly sanctioned and or authorized.

#### **ARTICLE 23: INTERPRETATIONS**

- The Board shall be the sole Authority for Interpretation of these Rules and By Laws and the Decision of the Board on any question of interpretation shall be binding provided that if any question of interpretation is raised at a General Meeting of the Association then the decision of that General Meeting shall be binding.

#### **ARTICLE 24: CONSTITUTION AMENDMENTS**

- a. NONE OF THE FOREGOING RULES of the Association shall be Expunged, Altered or Modified except at a General Meeting duly Summoned for the Sole Purpose of considering the Association's Rules, and unless a Clear Two-Third Majority is Obtained in Favor of such Expunction, Alteration or Modification.
- b. Such Special Meeting shall be called by giving at least twenty eight (28) days notice to all Current Members, and such Notice shall State Precisely which Rules this Special Meeting should consider Amending.
  - c. No Other Business shall be transacted at such Meetings, except the Business stated in the Notice convening the Meeting.
  - d. A Two-Thirds Majority of those Present at such Meeting shall be required to effect the Proposed Changes.
  - e. All Constitutional Amendments Must be Ratified by The Board.

#### **ARTICLE 25: DISSOLUTION**

- If upon Winding up or Dissolution of the Association there Remains, after the Satisfaction of all its Debts and Liabilities, Any Property whatsoever, the Same shall Not be Paid to or Distributed among the Members of the Association but shall be Given or Transferred to some other Institution(s) having Objects similar to the Objects of the Association.
- Such an Association shall be determined by the Board at or before the time of Dissolution.
- If so far as Effect cannot be given to the Aforesaid Provision, then it shall be given to some Charitable Organization.

#### **Approved by the Board**

Chairperson .....

Secretary .....

Treasurer .....

#### **REGISTRATION**

Paediatric Association of The Gambia (PATG) is a Society dully registered by Attorney General Chambers of The Gambia.

The Certificate of Registration is number ..... issued on the ..... day of .....2019

