Constitution

Coalition of African National Medical Associations

2026 draft for Council review. Includes the complete source text and an article index.

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The articles reproduce the supplied draft. This edition applies CANMA’s visual identity and preserves the draft designation.

1. ESTABLISHMENT

1.1 The Association shall be known as the Coalition of African National Medical Associations (CANMA), hereinafter also referred to as the Association.

1.2 The official languages shall be English, Kiswahili, Portuguese, and French, but as far as practically possible, translation services must be provided to facilitate inclusive communication among members.

1.3 The location of the Association's headquarters shall be determined by the council.

2. VISION AND MISSION

2.1 Vision

To be the leading voice for African physicians, advancing valuable policies and ethical standards that improve health outcomes for communities across Africa.

2.2 Mission

To unite, strengthen and empower National Medical Associations across Africa through collaboration, advocacy, capacity building, and the promotion of excellence in healthcare, medical ethics, professional leadership, and evidence-based health policy to improve the health and wellbeing of all Africans.

3. POWERS OF THE ASSOCIATION

3.1 The Association may make such by-laws and rules as may be deemed necessary for the governance and management of the Association's business and affairs, including the qualifications, classification, admission and expulsion of members, the subscriptions and the repeal of part or all of its by-laws and the constitution as it may deem fit.

3.2 The Board of Directors of the Association, established as a limited liability entity, shall be the members of the Executive as defined in Articles 9.

3.3 No member or officer of the Association shall, merely by reason of such membership, be or become personally liable for any of its debts and obligations.

3.4 The Association may receive, acquire, accept, and hold property by gifts, purchase, legacy, lease or otherwise for the Association and may sell, lease or invest or otherwise dispose thereof in such manner as it may deem advisable for such purposes.

3.5 The Association may hold meetings and conferences and generally carry on all such lawful activities as may be incidental to the promotion or the carrying out of its aims and objectives.

3.6 No officer, Council, Executive, or committee member shall be personally liable for any act done in good faith in the discharge of their duties under this constitution, provided it does not amount to fraud, willful misconduct, or gross negligence. The Association shall indemnify such persons, to the extent permitted by law and its available resources, against costs and liabilities properly incurred in connection with their service, and the Council may authorize directors' and officers' liability insurance on their behalf.

4. MEMBERSHIP

4.1 Full membership of the Association shall be open to National Medical Associations within Africa.

4.2 Associate membership without voting rights shall be available to National Medical Associations of countries outside the African continent upon such terms and conditions as shall be determined by the Council.

4.3 Members of the Association shall agree to accept, uphold, and be governed by this constitution and by-laws of the Association in force at the time of becoming members and any amendments or conditions which may from time to time be made to the by-laws. They shall further agree to abide by and accept the rulings and decisions of the Council of the Association, provided that such resolution/by-law does not violate the independence of the NMAs.

4.4 The due date for the payment of the annual subscription shall be the 31st of January each year.

4.5 Any member association which fails to remit the annual subscription six months after the due date shall be declared as not being in good standing, and shall thereby lose its right to contest and vote at elections and meetings of the Association.

4.6 Membership shall be suspended, subject to the approval of the Council by simple majority, whenever:

(a) a subscription has remained unpaid for two consecutive years, unless the Council, on prior application, has granted a dispensation for good reason; or

(b) the Council, having given the member association a reasonable opportunity to be heard, determines that suspension is the appropriate sanction for a breach of this constitution, the by-laws, or the Association's code of ethics not serious enough to warrant expulsion.

4.7 Expulsion of a member association, for conduct that harms the Association, serious breach of this constitution or the by-laws, or violation of the code of ethics under Article 14, shall require a two-thirds Council vote, six months' written notice to all members, and a reasonable opportunity for the member to be heard beforehand.

4.8 Members shall have the right to appeal. The Council shall, from time to time, determine the mechanism for the appeal, reinstatement, or restoration of membership in the by-laws.

4.9 Notice of termination of membership by any national medical association shall be in writing to the Secretary-General of the Association at least six months before the next annual subscription is due.

5. REGIONS

5.1 The Council of the Association shall determine the regional groupings of the Association.

The Association shall for the meantime be organized into five zones namely:

1. Eastern Africa
2. Northern Africa
3. Southern Africa
4. Central Africa

5. Western Africa

6. FINANCIAL PROVISION

6.1 There shall be an annual subscription for members of the Association to be determined by the Council from time to time and such subscription shall apply between the biennial meetings of the Council.

6.2 The financial year of the Association shall commence on the 1st of January each year and end on the 31st of December of the same year.

6.3 The Treasurer General shall prepare a two-year budget for prior consideration of the Executive and final approval by the Council.

6.4 The Council shall appoint a professionally qualified Auditor at its biennial meeting to audit the accounts of the Association until the subsequent biennial meeting and such Auditor shall be eligible for re-appointment.

6.5 The accounts of the Association, whether audited or unaudited, for each preceding year shall be submitted by the Treasurer General for Council approval by the 30th of June each year, and subsequently circulated to all member associations within two months of approval.

7. THE COUNCIL

7.1 The Council shall be the highest decision-making body of the Association, and it shall consist of the following members:

1. The Executive Officers of CANMA
2. The Presiding member of each member association or his/her duly nominated representative.
3. Officers of the World Medical Association who are members of member associations of CANMA, without voting rights.

7.2 The Council shall establish such committees as may be necessary for the execution of the Association's activities.

7.3 The Council shall approve the biennial budget and any expenditure exceeding a threshold amount determined by the financial guidelines or outside the approved budget.

7.4 The Council shall make by-laws and regulations and perform such other functions, not elsewhere excluded, as shall promote the welfare, order, and good governance of the Association.

7.5 The Council may invite observers to its meeting, but such observers shall not be eligible to vote.

8. BOARD OF TRUSTEES

8.1 The Council shall appoint a Board of Trustees comprising one member from each recognized region under Article 5, to hold office for four years, renewable once.

8.2 The Board of Trustees shall provide ongoing oversight of the Association's governance and performance, including periodic appraisal or audit of the Association's affairs, and shall safeguard the assets of the Association at all times.

8.3 Where the Council determines, by a two-thirds vote, that the Executive is unable to function, including sustained failure to meet, confirmed financial mismanagement, or governance deadlock, the Board of Trustees shall assume custody of the Association's assets and such governance functions as the Council directs, until the Council, at its next meeting, confirms or replaces the Executive.

8.4 The Board of Trustees shall report to the Council and remain subject to its direction throughout any such period.

8.5 The Board of Trustees is established under this constitution and is not a committee appointed under Article 7.2; it may not be altered or dissolved by ordinary Council resolution.

9. THE EXECUTIVE OFFICERS

9.1 The Executive Officers, herein referred to as the Executive, shall comprise the following officers of the Association: the President, Immediate Past President, Regional Vice- Presidents, Secretary-General, and the Treasurer-General.

9.2 The Executive shall exercise executive authority on behalf of the Association between meetings of the Council, subject to the Council's authority as the highest decision-making body under Article 7.1 and shall always act in accordance with the aims and objectives, ethics, and policies of the Association.

9.3 The Executive shall be responsible for the administration and management of the affairs, including financial matters, of the Association within the policy direction of the Council and in line with the provisions of this constitution.

9.4 The Executive shall prepare the agenda for the ordinary meeting of the Council.

9.5 The Executive shall ensure that the Treasurer General and any other officer with authority over the Association's funds or property is covered by a fidelity bond, in an amount and on terms determined by the Council.

9.6 The Executive may authorize expenditure within the approved budget for the Association's day-to-day administration and activities.

9.7 In the absence or incapacitation of any member of the Executive, the Executive shall nominate a suitable person to act until the affected officer resumes duty or the next regular meeting of the Council, whichever is earlier, except that a Vice-President shall be replaced by a nominee approved by the region concerned.

10. FUNCTIONS OF THE EXECUTIVE

10.1 President

The President shall:

1. Be the head of the Association;
2. Chair all meetings of the Council and the Executive in which he/she is present;

3. In conjunction with other members of the Executive, be principally responsible for the efficient and smooth administration and management of the Association in line with the provisions in this constitution.

10.2 Regional Vice-Presidents

The Regional Vice-Presidents shall:

1. Be responsible for promoting the Association within their regions;

2. Submit a quarterly report of activities within their regions to the Secretary-General for inclusion in the appropriate reports of the Association;

3. Assist the President in the discharge of his/her responsibilities.

10.3 Immediate Past President

The Immediate Past President shall:

1. Avail his/her experience and knowledge in office to effectively advise the Executive;

2. Perform such other duties as the Executive may decide.

10.4 Secretary-General

The Secretary-General shall:

1. In the absence of an appointed CEO, be directly responsible for the administration of the Association's secretariat;

2. Ensure that the minutes of all meetings of the Council and the Executive are accurately recorded and kept;

3. Present an annual report and a biennial report of activities of the Association to the Executive and the Council respectively;

4. In consultation with the Executive, handle all correspondence of the Association.

10.5 Treasurer General

The Treasurer General shall:

1. Keep books of account of the Association and proper records in relation to the accounts.

2. Ensure that the funds of the Association are maintained in recognised and reputable bank(s) as the Executive shall determine, with the Treasurer General as a mandatory signatory alongside at least one other Executive officer for any transaction.

3. Prepare the two-year budget of the Association for the consideration of the Executive and final approval by the Council at its regular (biennial) meeting.

4. Ensure that the accounts of the Association for the preceding financial year are audited not later than the 30th of April each year, and presented to the Executive for approval by the 30th of June of the same year.

11. MEETINGS OF THE ASSOCIATION

11.1 Meetings of the Council

1. The Council shall hold its regular meeting at least once every year at such time and place to be determined by the Council, provided it is not later than the 30th of June.

2. All members shall be given notice of the agenda at least three months prior to the holding of the regular meeting.

3. Special or extraordinary meetings of the Council may be called by the Executive or on request by one-third of the member associations in good standing with at least one member association from each of the recognized regions, provided that in either case at least two months' notice with the agenda shall be given in writing to members of the Association.

4. At any meeting of the Council, the quorum shall be one- third of the members eligible to vote at the meeting but in any situation not less than two (2) regions of the association.

5. In the absence of the President, the Executive shall nominate one of the Vice-Presidents to chair the Council meeting.

11.2 Meetings of the Executive

1. The Executive shall meet immediately prior to the regular meeting of the Council and at least once per quarter. The President or one-third of the membership of the Executive may call for a special meeting of the Executive, the reason(s) for which shall be stated and at least four weeks notice given for such meeting.

2. At any meeting of the Executive the quorum shall be at least half the number of the members eligible to vote at the meeting.

3. At other times the Executive may conduct its business by post, internet or other appropriate methods of communication.

4. Decisions of the Executive may be subject to review by the Council as far as practicable.

5. In the absence of the President, the Executive shall nominate one of the Vice-Presidents to chair the Executive meeting.

6. Any Committee appointed by the Council or Executive shall operate with terms of reference and regulations clearly defined by the appointing authority and in line with the provisions in this constitution.

7. Unless otherwise stated in this constitution, decisions of meetings of the Association shall be taken by a simple majority.

8. In the event of a tied vote count, the Chairman of any meeting of the Association shall have a casting vote.

12. ELECTIONS

12.1 There shall be an electoral committee appointed by the Council to oversee the elections of the Association, whose composition, powers and functions shall be as determined in the by-laws.

12.2 The Election Committee shall issue a call for nominations at least six (6) months before the date of the election, and shall announce the final list of candidates at least three (3) months before the date of the election.

12.3 The positions up for election and vote by the Council shall be the President, Secretary-General, and Treasurer General.

12.4 The Regional Vice-Presidents shall be elected by their respective regional NMAs in good standing and the process overseen by the electoral committee.

12.5 Elections shall be held every 2 years.

12.6 Only National Medical Association in good standing shall be eligible to nominate candidates and vote in the election. The nominations of the executive shall be made by any national medical association in good standing and in accordance with Article 12.1 and they shall be elected by the Council.

13. DIVERSITY AND REPRESENTATION

For elections into Executive offices of the Association and also the representation of Africa as a region to external bodies, due consideration shall be given to:

13.1 Fair and equitable distribution amongst the recognized regions of the Association.

13.2 Fair and equitable representation of gender, career stage, including both early-career and senior physicians, and medical specialty in leadership.

13.3 Where convenient, such representation shall be on a rotational basis.

13.4 These considerations shall be without prejudice to the election or selection of suitably qualified, interested, and valuable candidates.

14. ETHICS

The code of ethics of the Coalition of African National Medical Association shall be as determined by the Council as a guide to the member associations from time to time.

15. DISSOLUTION

The Association may be dissolved by a resolution passed by a two-thirds majority of members eligible to vote and present at a Council meeting called for that purpose, provided that six months' written notice of the proposed dissolution has been given to all member associations. On dissolution, the Association's assets remaining after settlement of all debts and liabilities shall not be distributed to any member association or individual but shall be transferred to another not-for-profit organization with similar aims and objectives, as determined by the Council or, failing such determination, by the members at the dissolution meeting.

16. AMENDMENTS

Provisions of this constitution may be amended by a two-thirds majority of members eligible to vote and present in person at the meeting of the Council for such amendment(s), provided that six months’ notice in writing shall have been given to all member associations.