

# CONSTITUTION



## **BOTSWANA DOCTORS UNION**

Unitatis et Salutem

## **CONSTITUTION OF Botswana Doctors Union**

### **1.0.0 NAME**

1.1 This Union shall be known as the “**Botswana Doctors Union**” hereinafter referred to as the “Union” or abbreviated as BDU.

### **LEGAL STATUS**

2.0 The Union shall be a body corporate enjoying perpetual succession capable of entering into contractual agreements and other relations and shall have the power and capacity to be able to sue or be sued in its own name.

1. The Union may hold a bank account with a bank of its own choice as may be determined from time to time by its executive Committee.
2. The Union shall have the capacity to hold property in its own name separate from its members and shall not be a profit-making organization.

### **2.1 INTERPRETATION**

The following words and expressions shall have the following meanings: -

- a) “Union” shall mean the Botswana Doctors Union
- b) “Executive Committee” shall mean the governing body of this Union appointed in terms of this constitution, also referred to as the Executive or the Committee.
- c) Words signifying the singular number shall include plural or vice-versa unless they appear otherwise from the context.
- d) The name doctor shall refer to a sovereign member of the Union, that member shall either be one of the following: i (Medical Doctor), ii. (Dental Doctor irrespective of level, i.e. Intern Doctor to Consultant Doctor & Professor).

### **3.0.0 Domicilium citandi et executandi**

3.1 The headquarters of the Union shall be Plot 21140/H9, Village, Gaborone, Botswana, or such other address as may subsequently be decided upon by the Committee. The Union shall carry out its activities only in places and premises, which have the prior written approval from the relevant authorities, where necessary or in designated appropriate meeting points conducive to the nature of discussions i.e. board rooms.

3.2 The postal address of the union will be PO BOX 277, Gaborone, Botswana

#### 4.0.0 OBJECTIVES

##### 4.1 *The objectives of the union are:*

- a) To improve the professional and academic lives and ensure a SAFE and HEALTHY working and learning environment for all doctors.
- b) To create and facilitate the merger of all medical and dental Associations in Botswana to form ONE Body under the Union and subsequently a Union which will work with the Union to achieve the aims and objectives set out by the executives of the Various Associations within the collective.
- c) To uphold the sacrosanct core values of the Country's, Region's, Continent's and World's in humanity, love, health and life.
- d) Efficient administration of industrial matters pertaining to Doctors to ensure that all members live in harmony with their employer and amongst themselves.
- e) To empower the minds of the members, sensitizing them to society and promoting philanthropy, volunteerism and selfless willingness to serve the communities around them.
- f) To safeguard the integrity of the art of medicine and the doctor as a practitioner.
- g) To advocate for its members to the society, employer and other societies beyond at all times.
- h) To promote humility, patience, respect, dignity, righteousness and honesty among members, patients and all in contact with members.
- i) To safeguard all members from abuse, (physical, emotional and psychosocial, financial and legal)
- j) Create sustainable partnerships with society in the form of mutually benefitting agreements.
- k) Promote medical research from within Botswana.
- l) Encourage a public-private partnership in the administration of ideas and promote collaborations between the two in order to advance the practice of medicine in Botswana.

- m) To promote collaborations and mutual engagements between BDU and regional, continental and global medical associations and Unions in order to foster sharing of ideas in the field.

4.2 In furtherance of the above objects, the Union will act to represent, promote or advocate for its members in times of need as set out by the Executive Committee.

### **5.0.0 MEMBERSHIP**

5.1 Membership is open to the following,

1. Medical/Dental Doctors of all levels who are registered with BHPC.
2. Allied Health Professionals i.e. Physiotherapists, Radiographers, Medical Laboratory Scientists, Biomedical Engineers etc. will qualify for a different form of membership which will be prescribed by the executive committee of this Union.
3. Persons who are below 18 years of age shall not be accepted as members without the written consent of their parent or guardian.

5.2 Only members of the Union in good standing shall have the right to vote and to hold office in the Union and its Executive. Membership to the Union may terminate on account of the following grounds:

1. Members own initiative to terminate or withdraw from the Union.
2. Failure to pay the subscription fee for 3 consecutive months.
3. For disciplinary reasons as elaborated in the Unions code of conduct.

5.3 Affiliated Membership

1. Persons who would not otherwise qualify in terms of clause 5.1.1, 5.1.2 and 5.1.3 but are part of the health care team may be admitted at the discretion of the Executive Committee of the Union as affiliated Members
  - a. Affiliated members will enjoy all the benefits of the Union but shall not be allowed to vote on matters concerning the Union or have the right to elect or be elected to any office of the Union.
  - b. At no time shall affiliated members exceed 15% of the Union membership.

### **6.0.0 APPLICATION FOR MEMBERSHIP**

6.1 A person wishing to join the Union shall do so by submitting his/her particulars to the Secretary on a prescribed form, manner and/or application letter.

6.2 After lodgment of the application for membership the Executive will consider it and make a decision thereon within 2 weeks from the date of lodgment.

#### 7.0.0 JOINING FEES, SUBSCRIPTIONS AND OTHER DUES

7.1 A person wishing to join the Union shall on lodgment of his or her application pay a non-refundable application fee of 2% of basic salary

7.2 Upon admission to the membership of the Union, a member is required to pay their subscription fees amounting to 2 % of their basic salary, on or before the 28th day of each and every successive month of the year.

7.3 The General Meeting on recommendation from the Committee from time to time shall determine the joining fees and subscriptions. The subscription fee shall be decided by the executive and ratified at an Annual General Meeting of members.

#### 8.0.0 SUPREME AUTHORITY AND GENERAL MEETINGS

8.1 The Supreme authority of the Union is vested in a General Meeting of the members.

8.2 An Annual General Meeting shall be held between July 1st and September 30th every year.

8.3 At other times, an Extraordinary General Meeting shall be called by the President or the Secretary General through the President upon request in writing by not less than 25% of the total voting membership and may be called at any time by order of the Executive Committee. The notice in writing shall be given to the Secretary General setting forth the business that is to be considered. The Extraordinary General Meeting shall be convened not before Two (2) weeks but within 5 weeks from receiving this request to convene the Extraordinary General Meeting.

8.4 At least 8 weeks' notice shall be given of an Annual General Meeting and at least 5 weeks' notice of an Extraordinary General Meeting. The Secretary shall send notice of meeting to all voting members stating the date, time and place of meeting. The particulars of the agenda shall be availed to the membership 4 weeks in advance of the meeting.

8.5 Unless otherwise stated in this Constitution voting by proxy shall not be allowed at all General Meetings.

8.6 The following points shall be considered at the Annual General Meeting:

8.6.1 The previous financial year's accounts

8.6.2 Annual report of the Committee.

8.6.3 Where applicable, the election of office-bearers for the following term.

8.7 At least 40% of the total voting membership present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

8.8 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for 60 minutes and should the number then present be insufficient to form a quorum, the meeting shall be adjourned. At adjournment of the meeting, those present will decide on the date of the meeting. In the event the proposed meeting fails to attract the necessary quorum, those present shall be considered a quorum but shall have no power to amend any part of the existing Constitution.

#### 9.0.0 THE EXECUTIVE COMMITTEE

9.1 The administration of the Union shall be entrusted to an EXECUTIVE Committee consisting of the following to be elected at an Annual General Meeting:

1. President
2. Vice-President
3. Secretary General
4. Treasurer
5. Public Relations Officer
6. Two Ex Officio

Unless with the prior approval in writing of the Registrar of Trade Unions and employers' organizations, majority of the Committee Members shall be persons resident in Botswana. In addition, the President, Secretary General and Treasurer shall compulsorily be Botswana Nationals or permanent Residents. Foreign Diplomats and individuals not eligible for membership shall only serve as advisors and patrons.

- 9.2 Names for the positions of; president, Vice President, Secretary General, public relations officer and treasurer shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. The term of office of the Committee shall be 4 years. All office-bearers may not be allowed to serve more than two (2) terms in office.
- 9.3 Election will be by way of secret ballot and the President shall have a casting vote in the event of a tie even after he /she has cast a vote prior.
- 9.4 The duty of the Committee is to organize and supervise the daily activities of the Union. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.
- 9.5 A Committee Meeting shall be held at least once every 2 months after giving 7 days' notice to Committee Members. The President may call a Committee Meeting at any time by giving reasonable notice. At least 51% of the Committee Members must be present for its proceedings to be valid.
- 9.6 Any member of the Committee absenting himself from 3 or more consecutive Executive meetings without satisfactory explanation shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting with due consideration to communication served to him by the executive. Any changes in the Committee shall be notified to the Registrar of Trade Unions and employers' organizations within two weeks of the change.
- 9.7 The Committee has power to authorize the expenditure of a sum not exceeding P2 000 000.00 per month from the Union's funds for the Union's purposes without consultation of the General assembly.
- 9.8 There shall be sub committees and branches that will be formed with different roles and objectives assigned to them depending on the many objectives of the Union.
- 9.9 The existence of the subcommittees is there to advise the executive and not to replace the executive.
- 9.10 There shall be a Leadership Committee which shall be responsible for the general leadership direction of the Organization and it shall be formed by the Chairpersons of all the Associations merged. This Committee shall advise the Union executive on the general direction they deem fit for operation. This Committee shall meet not less than 2 times per year



- 9.11 There shall be a conduct and ethics committee convened by the Deputy President of the Union which will preside over all disciplinary, disputes, ethical and legal issues pertaining to the Union and its members.
- 9.12 There shall be a Governance and Management Committee comprised by all Secretaries which will be responsible for the administration of all functions of the Union.
- 9.13 There shall be a Treasury Committee which will oversee and manage all financial planning of the Union. The committee will be tasked with all Financial Planning and management of the Union on advisement by the executive Committee. The Treasury Committee shall establish different funds, accounts and businesses with which should be available for perusal by any member at the headquarters and any other place/s as advised by the executive. Accounts, businesses unique to their purposes and run them individually under the guidance of the executive.

The Public Relations Committee will be responsible for planning the publicity strategies, press releases, dealing with public enquiries and promotional events such as press releases.

- 9.14 There will be other subcommittees enacted by the Executive such as the elections committee, projects committee and some not mentioned in this constitution. The Executive through the President may create and empower a subcommittee to take up tasks and revert to the executive on the tasks assigned.

#### **10.0.0 DUTIES OF OFFICE-BEARERS**

**Where Subcommittees are present or not the following roles will be met by the office bearers as prescribed below.**

10.1 The **President** shall chair all General and Committee meetings. He/she shall also represent the Union in all its dealings with outside persons. The President shall strive to grow the Union politically, intellectually and financially by all means legally possible. The President will at all times be exemplary and should work for the best interests of the organization.

10.2 The **Vice- President** shall assume the role of President in the absence of the President. The Vice President shall head the disciplinary committee and shall be the head of the technical divisions of the organization. The Vice President shall on consultation with the President liaise with Staff on urgent matters that require urgent attention.

10.3 The **Secretary General** shall keep all records except financials of the Union and shall be responsible for their correctness and accuracy. He/She will keep minutes of all



General and Committee meetings. He/she shall maintain an up-to-date Register of Members at all times, head the membership committee, lead and liaise with all stakeholders and investors. The meetings and minutes will be communicated by the Secretary General. The Secretary General shall delegate responsibility of recording minutes at Executive and General Assembly meetings.

10.4 The **Treasurer** shall be in the membership committee and keep all funds, bank accounts, collect and disburse all moneys on behalf of the Union and shall keep an account of all monetary transactions and shall be responsible for their correctness.

The treasurer will lead the treasury in availing the UpToDate financials and books for the union and its branches by perusal of its members.

10.5 The **Public Relations Officer** shall be the voice of the Union the stakeholders, membership and all those in dealings with the Union. The Public Relations Officer will be the ultimate diplomat the organization has and shall serve to negotiate any matters tasked to all sub committees. All regalia and merchandising are to be commissioned through his/her office.

10.6 The 2 **Additional members** of the Union will provide additional hands to the tasks that the Union may carry from time to time.

#### **11.0.0 AUDIT AND FINANCIAL YEAR**

11.1 The committee shall prepare an audited statement of accounts to be presented at the annual general meeting.

11.2 The Committee:

- a) Will be required to audit each year's accounts and present a report to the Annual General Meeting.
- b) May be required by the Chairperson to audit the Union's accounts for any period within their tenure of office at any date and make a report to the Committee.

11.3 The financial year shall be from the 1<sup>st</sup> of September to the 31<sup>st</sup> of August annually. I'll

11.4 The funds accumulated by the Union shall be used for industrialization of the Union and for furtherment of its objectives.

11.5 The funds will be used for the Socioeconomic benefit of the Union members.

## **12.0.0 TRUSTEES**

12.1 If the Union at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

12.2 The trustees of the Union shall:

- a) Not be more than 5 and not less than 3 in number.
- b) Be elected by a General Meeting of members approved by the President or Vice President and Secretary General in the absence of the President.
- c) Not effect, any sale or mortgage of property without the prior approval of the General Meeting of members.

12.3 The office of the trustee shall be vacated:

- a) If the trustee demises or becomes a lunatic or of unsound mind.
- b) If he is, absent from the Republic of Botswana for a period of more than 1 year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

12.4 Notice of any proposal to remove a trustee from his/her trusteeship or to appoint a new trustee to fill a vacancy must be given by publishing in the Union's remises at least 4 weeks prior to the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Trade Unions and employers' organizations.

12.5 The address of each immovable property, name of each trustee and any subsequent change shall be notified to the Registrar of Trade Unions and employers' organizations.

## **13.0.0 ORGANISATION OF THE ASSOCIATION**

13.1 It shall be acceptable for the Union to allow the formation of "special interest groups" (Hereinafter referred to as "Sub-Groups") which could or could not change the framework and form branches and divisions within the Union according the special need as identified by the executive committee.

13.2 Such Sub-Groups may be allowed powers of the independent action in local matters provided that such action is not in conflict with the general policy and rules of the Union.

13.3 Such Sub-Groups shall elect an Executive Committee annually at the Annual General meeting of the Sub-Groups.

13.4 Reports of local Action taken shall be submitted by the Secretary of the Sub-Group to the Secretary/Treasurer of the Union.

13.5 Each Sub-Group shall have a minimum membership of 80% full members of the Union

13.6 Each Sub-Group may be formed or dissolved by a vote of more than 80% in the Executive committee without need for explanation or reason.

#### **14.0.0 PROHIBITIONS**

14.1 The funds of the Union shall not be used to pay personal fines of members who have been convicted in court of law in unrelated matters to the Union, but may be used to defend any officer who during the time of his tenure faced a charge in the name of the Union i.e. the President or any other Executive member.

14.2 The Union shall not hold any lottery, whether confined to its members or not, in the name of the Union or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

14.3 The Union shall not operate as a business unless if all the regulatory requirements have been met from the relevant authorities.

#### **15.0.0 AMENDMENTS TO CONSTITUTION**

15.1 No alteration to this Constitution shall be made except at an annual general meeting and with the consent of 60% of the voting members present at the General Meeting, and they shall not come into force without the written approval of the Registrar of Trade Unions and employers' organizations.

#### **16.0.0 DISCRETIONARY POWERS**

16.1 In the event of any question or matter pertaining to day-to-day administration, which is not expressly provided for in this Constitution, the Executive Committee shall have power to use its own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of members.

### **17.0.0 DISPUTES**

17.1 In the event of any dispute arising amongst members, attempts to resolve the matter at an Arbitration tribunal comprising of members appointed by the President, the Vice President and any other member of staff may sit and hear the matter. The decision of the Arbitration Tribunal shall be binding.

17.2 In the event that one of the committee members is conflicted, they are to recuse themselves in that disciplinary case or dispute.

17.3 The Vice President will at all times be the presiding chairman in a dispute resolution and disciplinary case hearing.

17.4 Escalation beyond that would be sought at an Extraordinary General Meeting in accordance with this Constitution.

17.5 This Constitution requires the observation of the principles of Natural Justice. The escalation channels serve for members and do not condone unsanctioned media interviews.

### **18.0.0 APPEALS**

18.1 There shall be an Independent Appeals Board of 3 individuals and the Secretary General nominated by the Executive Committee of the Union. The appeals board needs not to comprise of Doctors or anyone with affiliation to the Union. All appeals are to be submitted to the Secretary General who has to file all appeals documents within 72 hours from the time of receiving them.

### **19.0.0 NO CONFIDENCE**

19.1 There shall be a vote of no confidence in the event the majority of the members (90%) are aggrieved or are at variance with one member of the Executive Committee whose case has to be heard by the Chair of the disciplinary committee. Principles of natural justice shall apply at all times.

19.2 Where the out voted member is a Committee member, the following steps shall be taken: -

- i) The above member will be expected to hand-in all the properties of the Union to the Executive Committee.
- ii) The Union will therefore at its meeting elect a new member to fill his vacancy.

### **20.0.0 Partnerships and affiliations**

20.1.2 The executive can affiliate to any body local and international on behalf of the Union. The Union as an independent body can possibly join an amalgam of other trade unions with like objectives without commitment of the Union's finances and intellectual property; such a decision must be unanimously reached with approval of trustees, the executive committee and the general body.

20.2.1 A decision to amalgamate will only be sought if it is in line with the objectives and the Union.

### **21.0.0 DISSOLUTION**

21.1 The general meeting shall decide on the dissolution of the Union's assets. A majority of 90% of the total membership is required to give consent for dissolution of the Union. Upon dissolution, the certificate of registration should be returned to the office of Registrar of Trade Unions and employers' organizations for cancellation.

21.2 In the event of the Union being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Union shall be fully discharged, and the remaining funds shall be donated to an approved charity or charities registered in Botswana.

21.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Trade Unions and Employers' organizations.

### **22.0.0 GENERAL BODY**

22.1 The general body is empowered to approach the Executive Committee if necessary and ask for an extra ordinary general meeting where they are entitled to put their deliberations about their dissatisfaction about the head of the Union or any other office bearer or any other matters affecting the Union. The majority's decision shall be binding, they may discipline or expel anyone from the Union if they so wish, provided that does not in any way contravene the provision of any law in Botswana.

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