



**THE CONSTITUTION  
OF  
THE ASSOCIATION OF SURGEONS OF UGANDA  
(ASOU)**

**ASSOCIATION OF SURGEONS OF UGANDA (ASOU)**

**P. O. Box 7051**

**Kampala, Uganda**

*ASOU Constitution as amended and adopted by 2021 AGM.*

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**Interpretation:**

For purposes of this constitution, unless the context otherwise requires,

“Association of Surgeons of Uganda” means the institution inaugurated following a resolution of the members of the Association of Surgeons of Uganda at the Annual General Meeting held in Kampala in 1987.

“Executive Committee” means the executive committee of the Association of Surgeons of Uganda.

“President” means the person elected as the President of the Association of Surgeons of Uganda.

All words importing the masculine gender include the feminine and vice versa.

**CHAPTER ONE**

**ARTICLES OF THE CONSTITUTION**

**OF**

**THE ASSOCIATION OF SURGEONS OF UGANDA**

**PREAMBLE**

WHEREAS WE, the Surgeons of Uganda an Association of Surgeons of Uganda on the principles of excellence and ethical practice.

**PROVISIONS**

In this constitution, words importing the masculine gender shall be construed to include the feminine gender.

## **ARTICLES**

### **ARTICLE 1.0: NAME, ADDRESS, OFFICIAL LANGUAGE**

#### **1.1 NAME AND EMBLEM**

The name of this association shall be THE ASSOCIATION OF SURGEONS OF UGANDA, abbreviated as ASOU.

The emblem of the association shall be the logo of ASOU as founded in 1987.

#### **1.2 ADDRESS**

P. O. Box 7051, Kampala, Uganda.

E-mail: [ASOU@uga.healthnet.org](mailto:ASOU@uga.healthnet.org)

Website: [www.asou.co.ug](http://www.asou.co.ug)

#### **1.3 OFFICIAL LANGUAGE**

Shall be ENGLISH in all the association's activities.

*ASOU Constitution as amended and adopted by 2021 AGM.*

## **ARTICLE 2.0 VISION**

To achieve a healthy society through quality surgery

## **ARTICLE 3.0 MISSION**

To provide equitable quality surgical care to Ugandans

## **ARTICLE 4.0 AFFILIATIONS**

The association of Surgeons of Uganda encourages the establishment of specialist Associations and Societies and these shall be affiliate corporate bodies of the Association of Surgeons of Uganda.

## **ARTICLE 5.0 SECRETARIAT**

The registered office of the Association shall be situated in the Capital of Uganda (Kampala)

## **ARTICLE 6.0 OBJECTIVES**

The objectives of the Association are:

6.1 To promote Continuous Professional Development in the Science and Art of Surgery throughout the country.

6.2 To enhance Research in all aspects of Surgery in General and specific Surgical issues affecting Uganda in particular.

6.3 To advise Government, Universities, Medical Institutions and Professional bodies in general to help influence surgical training and practice in Uganda.

6.4 To hold periodic meetings of the members of the Association and promote scientific collaboration and cooperation.

6.5 To foster and promote the interests and welfare of its members.

6.6 To promote develop and maintain Networking with National and International professional bodies.



6.7 To identify and carry out community based projects aimed at improving the social economic welfare of the poor, particularly in the rural areas (to invite donor funds in support of surgical camps).

6.8 To mobilize and coordinate resources for executing income-generating projects including fund raising, soliciting for funds, receiving contributions and donations.

6.9 Publish journals, magazines and brochures in relation to the work of the Association.

6.10 To advocate develop and maintain high ethical and professional standards amongst members.

6.11 To cooperate and network with other Associations to facilitate the attainment of the objectives of the Association.

6.12 To carry out and or engage in any other activities which in the opinion of the members will directly or indirectly promote the objectives of the Association.

## **ARTICLE 7.0 MEMBERSHIP**

There shall be the following category of members

### **7.1 FULL MEMBER**

Any person holding a postgraduate qualification from a recognized institution in Surgery or related field of Surgery and is registered as a surgeon with the Uganda Medical and Dental Practitioners' Council shall be eligible for registration as a full member.

### **7.2 ASSOCIATE MEMBER**

Any person holding a degree in Medicine or Dentistry from a recognized University and is registered with the Uganda Medical and Dental Practitioners' Council shall be eligible for membership as an associate member subject to the approval by the council.

### **7.3 AUXILIARY MEMBER**

Any person with a Diploma and any other qualification in any surgically related field from a recognized institution and is registered by their respective Ugandan council shall be eligible.

#### **7.4 HONORARY MEMBER**

Any person who in the opinion of Council has rendered outstanding service to the Association or contributed in a substantial way towards the achievement of any or all of the objectives of the Association may be conferred honorable membership with approval of the General Assembly.

#### **7.5 FELLOWS**

The number of fellows shall not exceed ten (10). Fellows shall be elected by the Council from members who have registered contribution to the Association.

#### **ARTICLE 8.0 CENTRAL REGISTRY**

The Association shall maintain a Central Registry for the registration of all categories of members and keep an up to-date register to be presented at every Annual General Meeting (AGM).

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8.1 Any person possessing any of the qualifications under article 4.0 may in writing apply for registration to the secretariat of the Association through the office of the General Secretary.

8.2 Application for Registration shall be on an Association form of the Association duly signed by the applicant and one referee who shall be a fully paid up member.

8.3 All applications are subject to approval by council.

8.4 Registration shall be effected on payment of relevant fees as determined from time to time by council.

## **ARTICLE 9.0 SUBSCRIPTIONS**

All members shall pay annual subscription fees, which shall be determined from time to time by Council on approval of the General Assembly.

9.1 Full members shall pay non-refundable fee of 500,000/= (Five hundred thousand shillings) once effective from adaptation of this constitution and an annual subscription fee of 350,000/= (Three hundred and fifty thousand shillings).

9.6 Associate members and special members shall pay a non-refundable fee of 100,000/= (One hundred thousand shillings) once on registration and an annual subscription fee of 50,000/= (fifty thousand shillings).

9.6 Honorary members shall not be required to pay any fees, but may contribute voluntarily to the association.

9.6 The fees above shall be subject to revision by the Council from time to time.

#### Annual Subscription

The annual subscription shall be due in advance in the first three months of each year.

### **ARTICLE 10.0 RESPONSIBILITIES AND RIGHTS**

10.1 All members shall defend and uphold the constitution of the Association and abide by all resolutions of the Association's General Assembly.

10.2 All members shall meet their professional, social and financial obligations to the Association as enshrined in the articles of this Constitution.

10.3 All members shall abide by the professional code of conduct of health professionals as enlisted in the Health Services Commission Act and Uganda Medical and dental Practitioners Council Code of Conduct.

10.4 All members shall attend the Annual General Meetings and any other meetings determined by Council from time to time.

10.5 Full members are eligible to vote and be voted to office provided they are fully paid up.

10.6 All members shall enjoy equal benefits of participation in all activities of the Association.

10.7 All members are entitled to welfare consideration as deemed necessary by Council.

## **ARTICLE 11.0 TERMINATION OF MEMBERSHIP**

Membership of the Association may be terminated by;

- a) Resignation at any time upon giving written notice to the Council, a member shall have successfully resigned on acceptance of their resignation by the Council.
  
- b) Any person who shall default in payment of the annual subscription fees for two consecutive years without good cause shall be considered by the Council for removal from the register.

### **11.1 EXPULSION**

The Council of the Association shall have the power to suspend a member in writing upon receipt of sufficient evidence of professional misconduct.

Such a matter shall be brought by the Council to the attention of the disciplinary committee. Where upon the member so involved shall be given an opportunity to defend oneself.

If there upon three quarters (3/4) of the members present and voting by secret ballot find him/her guilty, he/she will cease to be a member of the Association.

## **ARTICLE 12 RE-ADMISSION**

Any person who has been expelled from the Association shall be eligible for re-admission after at least one year upon a written application to the Council.

## **ARTICLE 13.0 MANAGEMENT**

The management of the Association shall be vested in the Executive Committee elected at the Annual General Meeting, whose composition shall be as follows;

President

Vice president / President elect

General Secretary

Assistant General Secretary

Finance Secretary

Publicity Secretary

Information Secretary / Editor

Assistant Information Secretary / Assistant Editor

2 Ex-Officios (the two immediate past Presidents)

*ASOU Constitution as amended and adopted by 2021 AGM.*



Ten Committee Members to represent;

- (1) Kampala
- (2) Mulago Hospital
- (3) Central Region
- (4) Eastern Region
- (5) Northern Region
- (6) Western Region
- (7) West Nile Region
- (8) COSECSA
- (9) Students

The term of office for the Executive Committee shall be two years.

Voting is by simple majority and a member can stand for re-election with two (2) term limits with the exception of the President and the Vice President who shall serve for only one term.

### **13.1 PRESIDENT**

The Annual General Meeting shall elect the President elect who shall always be the President for the following year provided that the first Annual General Meeting of the Association shall also elect a president for the first year.

a) The President shall be the Chief Executive Officer of the Association  
And shall chair all the meetings of Executive Committee.

b) The President shall call for meetings of Council and the Association in accordance to the constitution.

### **13.2 THE VICE PRESIDENT / PRESIDENT ELECT**

The Vice President shall be the President Elect and shall deputize for the President in all matters of the Association and may perform such other duties as delegated to him/her by the President.

### **13.3 THE GENERAL SECRETARY**

The General Secretary shall;

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- a) Be the secretary at all meetings of Council and of the association and shall distribute the minutes to all members before the meeting.
- b) Give notice of meetings of the Council at least seven days before the meeting and the Association at least one month before the meeting.
- c) Maintain and update a register of members.
- d) Shall take minutes of every meeting.

#### **13.4 ASSISTANT GENERAL SECRETARY**

The Assistant Secretary shall assist the Secretary in all matters relating to the secretariat and will deputize in his/her absence.

#### **13.5 FINANCE SECRETARY**

The Treasurer shall prepare the budget at the beginning of tenure of office and shall prepare a balance sheet and financial statement of the association at the end of the year.

- a) All the books of accounts shall be subject to audit by the Auditors of the Association.

b) Shall receive and keep all money of the Association.

c) Shall be the accounting officer of the Association.

### **13.6 INFORMATION SECRETARY / EDITOR**

The Librarian / Editor shall be in-charge of the archives and shall be responsible for all publications and journals of the Association he/she shall be chairman of the Editorial Board.

### **13.7 PUBLICITY SECRETARY**

### **13.8 ASSISTANT INFORMATION SECRETARY / ASSISTANT EDITOR**

The Assistant Information Secretary / Editor shall deputize for the Information Secretary / Editor and shall be a member of the Editorial Board.

### **13.9 MEMBERS**

The ten elected Executive Committee Members shall represent the institutions and regions listed above. The President shall in consultation with Council have the power to co-opt any other members as deemed fit from time to time provided that such a co-opted member shall have no voting rights.

### **13.10 SUB COMMITTEES**

The Executive Committee may form such Committees including the Editorial Board from the general membership as it may deem necessary for the execution of its duties.

### **13.11 DISCIPLINARY COMMITTEE**

There will be a Disciplinary Committee which shall consist of five members elected at an Annual General Meeting Chaired by a Fellow of the Association.

A quorum shall be realized by three (3) members present and a decision by two thirds (2/3) of the members present shall be binding.

## **ARTICLE 14: DECLARATION**

All Executive Committee members, dully elected shall make the following declaration and sign such declaration.

I.....do solemnly and sincerely declare and affirm that I will at all times do all within my power to promote the objectives, reputation, honor and dignity of the Association of Surgeons of Uganda and that I will observe the provisions of the constitution of the Association of Surgeons of Uganda as in force from time to time in line with the law of the country. So help me God.

Date: At this .....day of .....in the year .....

Witness Name ..... Signature .....

## **ARTICLE 15 INSTRUMENTS OF POWER**

## **ARTICLE 16 AMENDMENT OF THE CONSTITUTION**

The provisions of this constitution shall not be changed, amended or removed except by a resolution duly passed at the Annual General Meeting by two thirds of the members present and voting.

Notice of motions of change, amendment or deletion shall be admitted at the Annual General Meeting. Such notice shall include the relevant part of the constitution for which the amendment is required.

**ANY MATTERS NOT PROVIDED FOR IN THESE ARTICLES SHALL BE DEALT WITH BY THE GENERAL ASSEMBLY OF THE ASSOCIATION OF SURGEONS OF UGANDA AT ITS DISCRETION.**

## **CHAPTER TWO**

### **STANDING ORDERS**

#### **1.0 MEETINGS**

##### **1.1 ANNUAL GENERAL MEETING**

- a) The Association will hold an Annual General Meeting of all members to be convened by the outgoing President once a year in the second month of the year.
  
- b) Notice of such a meeting shall be circulated to members one month prior to the date of the meeting.

##### **1.2 EXTRAORDINARY GENERAL MEETING**

- a) The President may call an Extraordinary General Meeting of the Assembly whenever Executive Committee deems it necessary provided that one month's notice prior to the date of such a meeting is given to members.

- b) The agenda of such a General meeting shall be specific.
  
- c) The Quorum of the Annual General Meeting shall be one third of all registered members and shall be known as the General Assembly.
  
- d) If no quorum is formed within two hours after the time appointed for the meeting, the meeting shall be adjourned on a majority vote of the members present.
  
  
  
  
  
  
  
  
  
  
- e) The Agenda of the Annual General Meeting shall be presented to the members in writing and adopted before the meeting.
  
  
  
  
  
  
  
  
  
  
- f) The General Assembly shall be the supreme decision making organ with full powers over all matters pertaining to the management, organization and operation of the Association.
  
  
  
  
  
  
  
  
  
  
- g) The General Assembly shall adopt and approve all reports of the previous year and all programs of the New Year as presented by the out-going Executive Committee.



### **1.3 EXECUTIVE COMMITTEE MEETINGS**

- a) The Executive Committee shall consist of all officials elected at the AGM plus any other members co-opted by it from time to time. Such co-opted members shall have no voting rights.
  
- b) The Executive Committee shall convene its meetings and regulate the proceedings as it deems fit. It shall meet at least once every three months. The president shall preside over council meetings. In the absence of both the President and the Vice President members present may elect the chairman by consensus.
  
- c) The quorum at the Executive Committee meeting shall be five (5) members present or one-third whichever the case may be.
  
- d) Decisions during Executive Committee meetings shall be taken by consensus, but where this is not possible by vote with show of hands.
  
- e) Council shall be the supreme management organ of the Association and shall reserve that power.

## **2.0 FINANCES**

11.1 The Financial year of the Association shall end on 31st December each year.

11.2 All funds received by or on behalf of the Association shall in the first instance be paid into such a bank account or accounts as the Executive Committee may from time to time determine.

11.3 An account shall be kept in a bank in Kampala for the Association. This account shall be under the charge of the Association Finance Secretary.

## **3.0 SIGNATORIES:**

The President, the Finance Secretary and the General Secretary shall register their signatures with the bank. Any two of these signatures shall be recognized on behalf of the Association.

The Finance Secretary shall be the principle signatory, in his /her absence the President becomes the principle signatory.

3.1 The Finance Secretary shall keep proper books of accounts and present audited accounts at the AGM.

3.2 The association shall appoint a firm of Auditors and Legal Advisors at an Annual General Meeting.

3.3 The Executive Committee shall have powers to authorize expenditures for the association as it may deem fit.

3.4 Council may make contracts, borrow money or receive donations and contributions on behalf of the Association. Loans and contracts of above fifty million Uganda Shillings. Shall be subject for approval by the General assembly in an AGM or Extra Ordinary Meeting, in consultation with both the legal advisors and auditors.

## **4.0 GENERAL CONSIDERATIONS**

### **4.1 RESOLUTIONS**

Any member desirous of bringing forward a resolution upon any subject at the Annual General Meeting shall send the same to the General Secretary in writing so as to reach him not less than one month before the advertised date of the meeting.

## **4.2 GENERAL MEETINGS AND CONFERENCES**

The Association will hold its General Meeting and Conference once a year in a city in Uganda.

## **4.3 ARCHIVES AND PROPERTY**

- a) The Information Secretary / Editor shall establish and maintain the Archives. All members shall be obliged to deposit in the archives from time to time all files, journals and books not in current use.
  
- b) All property of the Association whether movable or immovable, tangible or intangible and all its investments shall be acquired and held in the name of the association.

## **RESOLUTION**

In pursuance of objectives 6.1 – 6.12 of the constitution of the Association of Surgeons of Uganda and in obedience of the General Assembly's Mandate at the Annual General Meeting on ..... to adopt a new Constitution of the Association of Surgeons of Uganda, the General Assembly resolves that the reviewed constitution of ASOU be approved with effect from .....

Signed for use this ..... Day of ..... Year .....

.....

President

.....

General Secretary

.....

Chair Constitutional review committee