

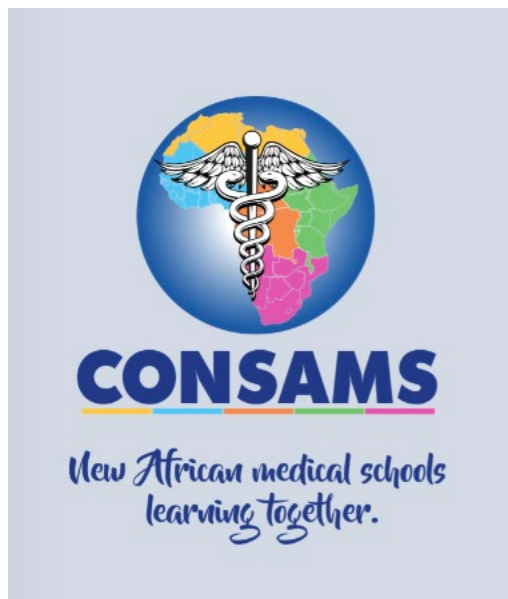
**CONSORTIUM OF NEW SUB-SAHARA  
AFRICAN MEDICAL SCHOOLS  
(CONSAMS)**

**CONSTITUTION**

Amended by Executive Steering Committee: 5/2020 - 10/2021

Ratified by Executive Steering Committee: 10/12/2021

**OFFICIAL LOGO**



## NAME

The Consortium shall be known as the “**Consortium of New Sub-Sahara African Medical Schools**” under the acronym “**CONSAMS**”. When the organization was founded in 2011, the original name of CONSAMS was the "Consortium of New Southern African Medical Schools." At an ensuing Annual General Meeting, it was decided by majority vote to expand the organization to include members across the African continent beyond southern Africa, and to change the CONSAMS acronym to stand for: "**Consortium of New Sub-Sahara African Medical Schools.**" This name has been used since then. The name may again be constitutionally amended by a 2/3 majority vote of voting members.

Footnote: The "founding members" at the time CONSAMS was founded in 2011 are acknowledged to have been the following: University of Namibia School of Medicine (UNAMSoM); Faculty Health Sciences-Lúrio University (UNILURIO); Copperbelt University School of Medicine (CBUSoM); University of Botswana School of Medicine (UBSoM); Medical School of Lesotho (MSL); University of Turku, Finland; Vanderbilt University School of Medicine/ Vanderbilt University Medical Center Nashville, Tennessee, USA.

### 1. REGISTERED OFFICE OF THE ASSOCIATION

2.1 The initial headquarters of the Consortium was in Windhoek, Namibia but subsequently shall be located at such other places as the Consortium may, from time to time decide, in keeping with the powers of decision making prescribed under section 14.

2.2 The headquarters shall house the Secretariat of the Consortium.

### 3. LEGAL STATUS

3.1 The Consortium shall have the intention to be distinct and separate legal entity and body corporate, with the power to acquire, hold and alienate property of any kind, and the power to acquire rights and obligations and having perpetual successions.

3.2 Any actions, suits proceedings or arbitration shall be brought by or against the Consortium in its own name, and the Executive Committee may authorise any person or persons to act on behalf of the Consortium and sign all such documents as may be necessary in accordance with any such proceedings.

3.3 The Consortium shall be a membership organisation but, notwithstanding any changes in its membership, it shall continue as an entity and own property distinct from its members.

3.4 Pending an evaluation of the mechanism of the steps to achieve such a legal status in the country of function (the secretariat housing the Consortium at any one time). The Consortium shall function with a secretariat within the country in which the Executive Committee votes it should be located.

#### **4 NON PROFIT MAKING STATUS**

Notwithstanding anything contrary contained in this Constitution:

4.1 The Consortium is not formed and does not exist for the purpose of carrying on any business that has as its object the making of gain or profits by or from its individual members.

4.2 The income and assets of the Consortium shall be applied solely for the promotion of the objects of which it is established.

4.3 No part of the assets of the Consortium shall be transferred, directly or indirectly, to any person.

4.4 No member of CONSAMS shall have any rights in or to the Consortium's property by reason of his/her membership.

#### **5 THE MOTTO OF THE CONSORTIUM**

The Motto of the Consortium for the purposes of branding and self-identity shall be "Working Together for Medical Education, Research and Service".

#### **6 THE VISION OF THE CONSORTIUM**

6.1 To be an effective catalyst for the education and training of sufficient numbers of health care professionals in the region.

6.2 To educate and train competent, locally appropriate, physicians who will improve the Health of Africa.

#### **7 THE MISSION OF THE CONSORTIUM**

To provide innovative solutions in medical education, training and research for New Medical and Health Professionals' Schools in Africa.

#### **8 PRINCIPLES AND VALUES**

The Consortium is committed to the following principles and values as the basis for its operations:

- 8.1 Good governance, transparency and accountability;
- 8.2 Open and equitable access to information;
- 8.3 To provide for voluntary stakeholder participation of all stakeholders.

## **9 THE OBJECTIVES OF THE CONSORTIUM**

- 9.1 To promote competency-based and other undergraduate and postgraduate curricula, appropriate to the needs and context of each participating country.
- 9.2 To promote faculty and trainee and idea exchanges between the participating medical schools and other healthcare networks.
- 9.3 To promote south-south and northern partnerships.
- 9.4 To promote needs-based/translational-relevant research.
- 9.5 To benchmark and support one another's progress (with regard to, e.g. external examinations, and accreditation processes).
- 9.6 To advocate for improvement in governance and health care in Africa.

## **10 POWERS OF THE CONSORTIUM**

Subject to the provisions of the preceding clauses, the Consortium shall have all the powers as are necessary for the proper attainment of the objectives set out in Clause 8 above and shall, in particular, have the power to:

- 10.1. Establish and publish a website, newsletters, bulletins or other publications as are for the benefit of stakeholders in the promotion of Health Care.
- 10.2. Acquire any movable or immovable property deemed to benefit the Association and to advance its objectives and maintain, improve or alter any of its properties.
- 10.3. Open bank and other accounts in its name and to draw, accept, endorse, make and execute bills of the exchange, promissory notes, cheques or other negotiable instruments connected with the business and affairs of the Consortium.
- 10.4. Invest and deal with any monies not immediately required for the purpose of the objects of the Consortium.

- 10.5. Secure the fulfilment of contract or engagements entered into the Consortium by mortgaging all, or part of the property of the Consortium.
- 10.6. Establish or assist in establishing or promoting and subscribing to become a member of any association or network or society whose objectives are similar to those of the Consortium, or the establishment or promotion of which may be beneficial to the Consortium.
- 10.7. Support and subscribe to any institution or society which may be for the benefit of the Consortium or for its employees or its members whether past or present.
- 10.8. Raise money to support its objectives by inviting and accepting donations, bequests, grants, benefits, aid or other form of financial assistance from individuals, institutions, government agencies and any other entities.
- 10.9. Hire and dismiss employees in order to enable the achievement the objectives of the Consortium.
- 10.10. Appoint for a period of one year or more, a legal advisor to the Consortium who once appointed is entitled to attend meetings of the Executive Committee and other meetings of the Consortium.
- 10.11. Appoint auditors, accountants and bookkeepers to look into the financial affairs of the Consortium annually and report regularly to the Executive Committee.
- 10.12. Enter into any contract of whatsoever nature for the furtherance of the objectives of the Consortium.
- 10.13. Generally do any and all such activities as may be necessary to achieve the objectives of the Consortium.
- 10.14. The Consortium will assume rights over all intellectual properties that arise as a result of activities of the Consortium at the discretion of the Executive Committee.

## **11. MEMBERSHIP**

Membership of the Consortium shall be of institutions, and also of individual members determined by the Executive Committee from time to time. This membership shall include:

- a) Founding Members;
- b) Standard Members;
- c) Associate members; (non voting)
- d) Individual members; (non voting)

### 11.1. Founding Members

Founding members are those who were part of the group of New Medical School who joined before November 2012.

### 11.2. Standard Members

These are New Medical Schools in Sub-Saharan Africa. “New Medical School” shall be defined as those Medical Schools not older than ten years since graduating the first class of students at the time of joining the Consortium. Membership is open to all schools that made a written request to the Consortium through the secretariat. The Executive committee shall endorse such applicants and propose them for admission at the next Annual Meeting of the Consortium.

### 11.3. Associate Member

- a) Established African or international Medical Schools who apply for membership at the discretion of the Executive Committee.

### 11.4 Individual Member

Individual members are those who are interested in the Consortium and pay their individual membership fee, see 12.3., and will have no voting right.

## 12. RIGHTS OF MEMBERS AND TERMINATION

### 12.1. All members of the Consortium shall be entitled to the following:

- a) The right to equity;
- b) The right to information;
- c) The right to be heard in the Consortium meetings;
- d) The right to participate in the Consortium’s activities.
- e) All voting members of the Consortium shall exercise the right to vote in all Consortium meetings.

Associate members shall not sit on the executive committee.

### 12.2. Termination of membership

- a) Any member wishing to resign from the Consortium must tender his/her resignation in writing to the secretariat of the association.

- b) The Executive Committee reserves the right to terminate membership of an individual Medical school for engaging in activities that are deemed to be against the constitution of the consortium.

### 12.3. Membership fee

Members shall be required to pay annual membership fee of 200 USD, or as may from time to time be required by the Annual General Meeting of the Consortium.

Individual members shall be required to pay annual membership fee of 50 USD and Students and trainees a fee of 20 USD.

## 13. STRUCTURES IN DECISION MAKING

These are established as principal structures of the Consortium for the purpose of the management, administration and decision-making. All committees and councils must report to the Executive Committee. All decisions shall be endorsed by an Annual General Meeting of members but can be made passed by majority vote (more than 50%) of the Executive Committee at any stage during the years (except for decisions pertaining to Amendments of the Constitution which will require a 2/3 majority vote of existing members at the time.

## 14. EXECUTIVE COMMITTEE

14.1. There shall be an Executive Committee which shall consist of full members. The Composition shall be:

**i) President**

**ii) Vice President**

**(iii) Secretary General(s)**

**iv) Treasurer**

**((v) Executive Director - this position may be added at a later stage as needed)**

**v) One Executive Committee Representative (ECR) from each member School of Medicine (Founding, Standard)**

**vi) Chairs of sub-committees, ex officio, when necessary by invitation of the Executive Committee**

- 14.2. The officers referred to in 14.1 shall be elected at an Annual General Meeting.
- 14.3. The President who shall be a Dean, Vice Dean, Provost, or any other nominated officer of a medical school shall hold office for a period of two years with an option of one more year by a vote of Executive Committee. The position shall be rotated between member medical schools.
- 14.4. The Vice President shall be President elect. The Vice President shall take over at meetings if the President is temporarily not available; or until the next election if the President resigns or leaves.
- 14.5. The President and Vice-President should not come from the same African institution or region at any time.
- 14.6. Only an Executive Committee member qualifies to be voted to the post of Vice-President.
- 14.7. A member of the Executive Committee shall be eligible for re-election as a member of the Executive Committee in a different post but not exceeding three consecutive terms of office. A term of office shall be three years.
- 14.8. There shall be no voting for the post of the President.
- 14.9. Members of the Executive Committee shall continue in office until their successors have been elected.

**15. EXECUTIVE COMMITTEE: FUNCTIONS, POWERS AND DUTIES**

**15.1 The President:**

- a. Be a Dean, Vice Dean, Provost, or other nominated senior academic officer of a member medical school.
- b. Preside at all meetings of the Consortium and the Executive Committee.
- c. Supervise the affairs and activities of the Consortium.
- c. Ex officio: be a member of any committee of the Consortium.

**15.2 The Vice President:**



- a) Assist the President
- b) Assume the duties of the President in his/her absence
- c) Shall assume office as President once the President's term expires or the President resigns or the President is absent

### **15.3 Secretary General(s) (SGs):**

There may be one or two Secretary-Generals to share duties at the discretion of the Steering Committee. The following are the functions of the SG(s):

- a) Execute the decisions of the Executive Committee
  - a) Be responsible for the day-to-day running of the Consortium and the help of other members of the Secretariat
  - b) Maintain the records of the society including the minutes of the meetings of the society and the Executive Committee.
  - c) Maintain a register of all members of the society including their addresses and,
  - d) Such other records as directed by the Executive Committee.
- b) The term is for three years renewable once by the Executive Committee

### **15.4 THE TREASURER:**

The Treasurer shall conduct the financial transactions and keep all accounting records of the Consortium in conjunction with the President and Secretary Generals (and Executive Director, if the position has been created and filled - see Section 15.5 below).

### **[15.5 EXECUTIVE DIRECTOR**

The position of Executive Director may be added at a later stage at the discretion of the Executive Committee to provide continuity of functions whenever the Consortium is deemed by the Executive to have attained a state of physical and legal permanency, and financial stability, that justifies addition of the position. The functions of the Executive Director will be determined by the Executive Committee at the time via a constitutional amendment. The position will be filled by appointment of the Executive Committee for an initial period of 5 years with or without remuneration to be determined by the Executive Committee.]

## 15.6 EXECUTIVE COMMITTEE REPRESENTATIVES:

Shall represent their School of Medicine at the Executive Committee.

## 16 CONSAMS SECRETARIAT

16.1 The Consortium secretariat shall be figure-headed by the President. He or she will be assisted by an Secretary General who will be responsible for executing and managing the decisions of the Executive Committee (not just the President) in managing the administrative requirements of the Consortium. These include the official websites, minutes of the business meeting, the records of the proceedings of the Consortium, the membership list etc.

### 16.2. Procedure

- a) The Executive Committee shall meet quarterly but at least once each year.
- b) The quorum for the meeting of the Committee shall be at least two thirds (2/3) of its members.
- c) Any decision of the Committee shall be by a simple majority vote by the show of hands or ballot as may be agreed by the Executive Committee.
- d) Each person entitled to be present shall have one (1) vote and the Chairperson of the meeting shall have a casting vote in addition of his deliberative vote.
- e) Should the Chairperson not be present at the meeting, the members then present shall elect, from their number, a Chairperson for that meeting.
- f) The Executive Committee shall determine its own rules and procedure in selecting its Chairperson and in all other respect. The Executive Committee shall keep minutes of all its meetings. Any such minutes or any extract from them, approved by the Chairperson shall be received as *prima facie* evidence of the matters stated therein.

## 17. FINANCES

The funds of the Consortium shall be managed in a manner agreed by the Executive Committee and the general membership.

17.1 The Executive Committee shall ensure that proper books of accounts setting out the true and correct picture of the financial transactions of the Consortium are kept and that these accounts are audited annually.

17.2 The Consortium shall maintain an account or accounts at a bank as the Executive Committee may from time to time decide.

17.3 Any funds of the Consortium received by any members of the Consortium shall immediately be banked upon receipt in the name of the Consortium.

17.4 The financial year of the Consortium shall run for one (1) calendar year from 1<sup>st</sup> January to 31<sup>st</sup> December.

17.5 The Consortium shall have bank accounts in its name wherein funds of the society shall be deposited.

17.6 Debits of the bank account of the Consortium shall be authorized by two of the following persons;-

- i. The President
- ii. Secretary-General
- iii. The Treasurer

17.7. There shall be a foreign currency Consortium BANK ACCOUNT for Consortium purposes (in US dollar)

17.8. Auditing of Accounts

Save as otherwise provided for in this constitution:

- i. An auditor shall be appointed by the Consortium and the accounts of the Consortium shall be audited at least once a year.
- ii. The accounts comprising of a detailed income and expenditure by type of income/cost and a balance sheet shall be independently audited at least once a year.
- iii. The signatories shall sign the audited accounts and balance sheet before being presented at the annual general meeting.

## **18.0 ANNUAL GENERAL MEETINGS**

### **18.1 Register**

The Secretary General(s) shall maintain an up to-date register of all members of the Consortium.

## **18.2 Activities of AGM**

18.2.1. A general meeting of members to be called the Annual General Meeting shall be held in each calendar year and notice of such meeting shall be written by the Secretary General(s). The host Medical school Dean/Head of School or his/her representative shall write letters of invitation to members as well as the agenda.

18.2.2. The place, date and time of the Annual General Meeting shall be fixed by the Executive Committee at the preceding AGM.

18.2.3. The business to be conducted at an Annual General Meeting shall be :

- a) The confirmation of the minutes of the previous Annual General Meeting and any extra-ordinary meeting which was called during the year;
- b) The Executive Committee Annual Report;
- c) The Financial Report and presentation of accounts;
- d) The Secretary General's report;
- e) The admission of members
- f) Any other business
- g) All other general meetings of the members, which are not Annual General Meetings, shall be called extra-ordinary meetings.

## **18.3. Procedures of the AGM**

18.3.1. The first item on the agenda will be the confirmation of a quorum by the Secretary General. When 2/3 of the fully registered members are present a quorum will have been made.

18.3.2. A chairman will be conferred to be the Dean of the host school or his/her representative. The chairman will control the activities of the business meeting including the elections as, directed by the agenda.

## **19.0 Discipline**

19.1. Shall relate to actions of individual members, and not necessarily to institutions, or a representative member who is considered by the Executive Committee to have:

- a) wilfully breached any provisions of this Constitution;

- b) committed an act which may be detrimental to the interest or reputation of the Consortium;
- c) acted in a manner that brings the Consortium into disrepute;
- d) be convicted of a criminal offence
- e) Such an individual member may be suspended by the Executive Committee of the Consortium, pending investigation and commencement of disciplinary procedures in accordance with this Constitution.
- f) A representative who has acted in an improper manner to a member of the Consortium or is adjudged to be guilty of disreputable behaviour shall be subjected to an investigation.

19.2. The suspension referred to above shall signify the commencement of the said disciplinary procedures.

When a member is considered to have committed misconduct as specified above, the Executive Committee shall:

- i. inform the member of the allegations against him/her in writing;
- ii. investigate, summon and conduct an enquiry into the allegations at the next Annual General Meeting;

19.3. During the investigations, the member shall have the right to appear before the committee and give evidence and call any witness who need not necessarily be a member of the Consortium to assist him in the enquiry;

19.4. After the conclusion of the investigations, the committee may dismiss the allegations and uplift the suspension of the member, reprimand the member, call upon the member to sign or terminate the membership of such member as the case may be.

19.5. Where a criminal offence has been committed appropriate action shall be taken based on the laws of the country in which the action occurred.

## **20.0 BOARD OF TRUSTEES (BOT)**

Starting in 2021 and following acceptance and implementation of this first set of AMENDMENTS-1 to the Constitution, the Executive Committee shall develop a roster of potential members for a CONSAMS BOARD OF TRUSTEES (BOT).

20.1. There shall be at least 9 and up to 13 members of the BOT who shall generally be accomplished and respected medical educators and/or researchers from African and other countries. At least half of the members of the BOT will reside in Africa.

20.2. Members of the BOT shall be voted into office by the Executive Committee.

20.3. There shall be a Chair and Vice Chair of the BOT serving a 2-year term and voted into office by the Executive Committee. The Vice Chair will be the next Chair for the next two years. The function of the Chair shall be to convene and preside over meetings and to communicate with the Executive Committee.

20.4. Members of the BOT shall serve for a minimum of 3 years. After the first 3 years, at least 3 members will be requested to rotate off the BOT either voluntarily or due to non-participation in 50% of the BOT meetings. Another 3 members will then be voted onto the BOT by the Executive Committee. If more members wish to discontinue serving on the Board, replacement members will be voted onto the Board by the Executive Committee to keep its membership at a number of at least 9 members. Any member of the BOT may be re-elected to serve on the BOT for a total of two terms of office (up to 6 years total).

20.5. Members from each of the seven Founding Medical Schools (Sections 12) are also invited to participate in all BOT meeting as *ex-officio* members.

20.6. The BOT shall meet by conference call at least 3 times a year including once at the AGM with the Executive Committee (in person and via conference call for members not physically present).

20.7. The purpose of the BOT shall be to provide guidance, global connections and financial direction to the Executive Committee and Consortium. As such, the BOT shall also play a defining recommendation role in decisions to remove any members from office in the Consortium (Section 13.2.), and /or to dissolve the Consortium. (Section 23)

## **21. AMENDMENT OF THE CONSTITUTION**

Any Clause of this Constitution may be amended by a 2/3 vote of the CONSAMS membership (one vote per institution and the institutions present should not be all from one country) at a general meeting called for that purpose provided that the precise terms of any

proposed alteration or amendment shall be set out in the notice of convening the meeting with a 1 month period of notice.

## **22. DISSOLUTION**

22.1. The Consortium may be dissolved by resolution of a general meeting of all members.

22.2. The resolution must be supported by not less than ninety percent (90%) of the members present in person or by proxy at a general meeting called for that purpose.

22.3. If the resolution to dissolve the Consortium is passed, the Executive Committee shall liquidate the affairs of the Consortium and, for this purpose shall be entitled to appoint a liquidator.

22.4. If, upon the dissolution, there remains any residual after all debts and liability have been satisfied, such residual shall be distributed among members of the Consortium on a *pro rata* basis and/ or donated to approved charitable institutions as may be determined by the Executive Committee in its discretion.

## **AMENDMENT-1 TO CONSTITUTION (May 26, 2022)**

At a meeting of the leadership Steering Committee on May 26th, 2022, the committee unanimously approved raising the membership fee of university members from \$100 to \$200. The individual membership fee will remain at \$50 and students and trainees at \$20.. The relevant section 12.3 now reads as follows:

### 12.3 Membership fee

Members shall be required to pay annual membership fee of **200 USD**, or as may from time to time be required by the Annual General Meeting of the Consortium.

Individual members shall be required to pay annual membership fee of 50 USD and Students and trainees a fee of 20 USD.