



**Zambia**

Midwives Save Lives



Constitution of 2013

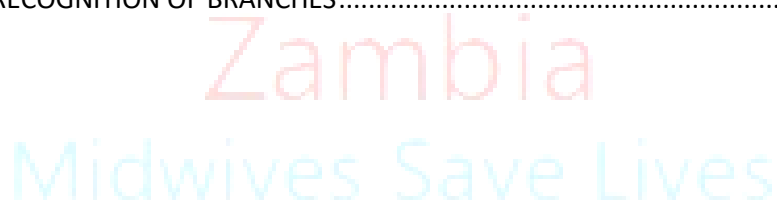
Amended 2019

Midwives Save Lives

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## **DEFINITIONS OF TERMS**

In this Constitution, unless a contrary intention is indicated-

“Associate member” means a fully paid-up non-midwife member of the Association.

“Branch” means a structure of the Association formed at Provincial and District levels to implement the policies of the Midwives Association of Zambia and manage its affairs at these levels.

“Committee” means a committee set up under the rules of the Constitution.

“Consumer” means any person who has received or is interested in utilizing midwifery services.

“Continuous Professional Development” means on-going self-professional development.

“Disciplinary Committee” means a group of members of the Association responsible for providing leadership to uphold professional conduct.

“Executive Director” means a person employed to manage the Association on behalf of the members.

“Extra-ordinary Meeting” means a meeting called to discuss issues requiring decisions of the National Executive Committee outside the Annual General Meeting.

“Financial Year” means the year beginning January 1<sup>st</sup> ending December 31<sup>st</sup>.

“Full Member” means a fully paid-up midwife member of the Association.

“Nursing and Midwifery Council of Zambia” means the statutory body responsible for regulating nursing and midwifery education and practice. (The Nurses and Midwives Act No.10 of 2019).

“Governance Policies” mean the policies developed by the National Executive Committee for the management of the Association and its affairs.

“Health Professions Council of Zambia” means the statutory body responsible for regulating the education and practice of all health professionals exclusive of nurses and midwives and registering health facilities.

“Honorary Member” means a member nominated by the Association.

“International Confederation of Midwives” means the Organization supporting, representing and working to strengthen professional associations of midwives worldwide.

“Life Member” refers to a retired fully paid up midwife member of the Association.

“Management Team” mean employees hired by the National Executive Committee of the Association to oversee the day to day management of the Association.

“MAZ” means Midwives Association of Zambia.

“Member” means a person belonging to the Association by membership, however described.

“Midwife” means a person who has successfully completed a Midwifery education programme and is licensed to practice midwifery as a profession in Zambia.

“Midwifery” means the practice of midwifery as defined by the International Confederation of Midwives.

“Ministry of Health” means a Government sector responsible for health care delivery in Zambia.

“National Executive Committee” means office bearers or persons elected by members at an Annual General Meeting to oversee management of the Association and its affairs.

“Ordinary Member” means a member of the Association who is not an office bearer.

“Person” means a registered member of the Association.

“Professional” means a person who has acquired knowledge and skills specific to the Midwifery profession from an approved education institution.

“Proxy” means any fully paid up member appointed by the Association or member to represent another member at meetings or in any other official capacity.

“Public Representative” means a person nominated to represent the interests of the public on the National Executive Committee of the Association.

“Student Member” refers to student midwife representing the interests of student midwives on the National Executive Committee of the MAZ.

“Student Midwife” means any person undertaking midwifery education approved by the Nursing and Midwifery Council of Zambia or the Higher Education Authority.

“Sub-branch” means a structure of the Association operating under a District Branch.

“The Association” means the Midwives Association of Zambia.

“Zambia Association of Gynaecologists and Obstetricians” means the Association for Gynaecologists and Obstetricians.

“Zambia Union of Nurses Organization” means the professional and Trade Union advocating for the socio-economic welfare for and safe guiding the professional interests of nurses and midwives.

## **Preamble**

This being the fifth year since the Constitution was last reviewed, the National Executive Committee thought it wise to review it to consider the new developments, locally and internationally.

## **Article 1: Midwives Association of Zambia**

The name of this Association is Midwives Association of Zambia, herein after referred to as “MAZ” or as the “Association.”

## **Article 2: Registered Office**

The registered office of the Association shall be held at Lusaka.

## **Article 3: Vision**

An Empowered Midwife for Professional Excellence.

## **Article 4: Mission and Values**

The mission of the Association is to promote the provision of quality and evidence-based midwifery practices for families at all levels of health care through-

- (a) Continuous commitment to fostering improvement of the lives for women, children and men through the provision of quality midwifery and other reproductive health services;
- (b) Adoption of effective strategies fostering integration and management of communicable and non-communicable diseases in midwifery services, from community to tertiary care, in collaboration with all health care workers;
- (c) Maintaining the highest levels of professionalism through sustained evidence-based midwifery practice in the provision of public and private midwifery services to target communities, hence saving lives and protecting reproductive rights of consumers of such services;
- (d) Promotion of sustained evidence-based midwifery practice by such means as skills improvement and advocacy on a continuous scale for improved quality midwifery services;
- (e) Working with a broad spectrum of stakeholders encompassing the Government of the Republic of Zambia, local and international partners as well as Zambian communities at grassroots level to continuously improve the health of women, children and men.

## Article 5: **Objects and Functions**

The objects and functions of the Association are to-

- (a) Bring midwives into a unified body;
- (b) Promote improvement of lives for women, neonates, children and men through the provision of quality midwifery and other reproductive health services;
- (c) Promote the identity of midwives and midwifery professional practice through effective communication by means of influencing law reform, policy legislation and public image building;
- (d) Promote best midwifery practices through research in maternal, neonatal and child health services;
- (e) Provide leadership and direction in maintaining professionalism at all levels of care;
- (f) Create and maintain strategic relationships with both local and international stakeholders and the community;
- (g) To seek and to receive appropriate grants, donations and gifts for the benefit of the Association;
- (h) Uphold the national and International recognized midwifery competencies, role and sphere of practice;
- (i) Promote education of midwives and facilitate continuous professional development by providing varied educational opportunities;
- (j) To do all such other lawful things as may be conducive or incidental to any of the objects and functions set out above.

## Article 6: **Central Coordination**

The general administration and coordination of the activities of the MAZ shall be centralised at Lusaka. The National Executive Committee shall support implementation of Association activities at all levels.

## Article 7: **Legal Status**

The Association shall be a legal person capable of holding and hiring property, suing and being sued in its cooperate name.

## Article 8: **Subscription and Membership**

- (a) A person championing the cause of midwifery is eligible to become a member of the Association.
- (b) Membership shall be in the following categories-
  - (i) Full Member;
  - (ii) Associate Member;
  - (iii) Student Member;
  - (iv) Consumer Member;
  - (v) Life Member;
  - (vi) Honorary Member.
- (c) A person desiring to become a member shall apply for membership from the branch in his /her respective area. Membership shall be conferred within a reasonable period of time upon payment of prescribed fee.
- (d) A person shall cease to be a member of the Association if s/he-
  - (i) Resigns from active membership;
  - (ii) Is expelled from the Association following conduct leading to withdrawal of authority to practice as a midwife in Zambia;
  - (iii) Fails to pay required annual membership subscription fee;
  - (iv) Infringes the Code of Conduct of the Association.
- (e) A recognised member of the MAZ is entitled to privileges and opportunities at the disposal of the Association as determined by the National Executive Committee through the Annual General Meeting.
- (f) A member of the Association is free to resign from membership. A member can re-apply for membership.
- (g) Registered members of the MAZ shall have their names written and maintained in the register and/or database of members of the Association -
  - (i) The register/database shall be kept at the principal place of administration of the Association;
  - (ii) A directory of members shall be published and distributed to members and other interested parties.
- (h) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association



is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

## Article 9: **Governing Body**

9.1 The Office Bearers of the Association shall consist of nineteen members namely-

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Vice Treasurer;
- (e) General Secretary;
- (f) Vice General Secretary;
- (g) Four National Executive Committee Members;
- (h) Student Midwife;
- (i) Life Member;
- (j) Honorary Member;
- (k) Consumer Member;
- (l) Five ex-officials:
  - (i) Director of Nursing Ministry of Health
  - (ii) Registrar Nursing and Midwifery Council of Zambia
  - (iii) Registrar Health Professions Council of Zambia
  - (iv) President Zambia Union of Nurses Organisation
  - (v) President Zambia Association of Gynaecologists and Obstetricians

9.2 The National Executive Committee members shall serve a maximum of two four-year terms and may stand for re-election after a four-year break. However, the President shall not be eligible to contest for any position in the National Executive Committee.

9.3 Each member of the Committee shall, subject to these parts, hold office until the conclusion of the fourth Annual General Meeting following the date of the member's election.

## Article 10: **Functions of the National Executive Committee**

The functions of the National Executive Committee shall be to-

- (a) Manage the affairs of the Association in liaison with the Executive Director;
- (b) Develop policies to govern the operations of the Association at all levels;
- (c) Receive applications for membership to the Association;
- (d) Monitor continuously the eligibility of provincial, district and sub-branches;
- (e) Reinstate members cleared of disciplinary cases by the disciplinary committee of the Association or the Nursing and Midwifery Council of Zambia;

- (f) Propose to the Annual General Meeting amendment to the Constitution in accordance with Article 32;
- (g) Appoint members to the Adhoc Committees;
- (h) Receive and act upon reports from the Committees;
- (i) Provide for establishment and maintenance of the Association office;
- (j) Approve annual budgets from the Finance Committee;
- (k) Recruit and appoint secretariat staff;
- (l) Determine salaries and conditions of service for secretariat staff;
- (m) Work with the membership to host Scientific, Annual and Quadrennial Meetings.

## **Article 11: Specific Functions of National Executive Committee Members**

### **11.1 The President**

The President shall-

- (a) Be the chief custodian of the Association Constitution;
- (b) Preside at all National Executive Committee meetings, scientific conferences and annual and quadrennial meetings;
- (c) Be a delegation leader in all midwifery meetings;
- (d) Call urgent Adhoc meetings of the National Executive Committee to transact urgent business, and include such transactions in the annual report to the Annual General Meeting;
- (e) Be responsible for protocol and international relations;
- (f) Serve as Chief Spokesperson for the Association on all policy matters;
- (g) Assign specific duties to members of the National Executive Committee as deemed necessary;
- (h) Sign minutes of all meetings when they are passed as a correct record;
- (i) Cast a vote in an event of a tie during meetings except elections;

- (j) Delegate all or part of the powers to either the Vice President as per Association policy from time to time;
- (k) Chair meetings to review membership subscription, salaries and conditions of service for secretariat staff.

### **11.2 Vice President**

The Vice President shall-

- (a) Report to the President;
- (b) Be responsible for all scientific and educational programmes;
- (c) Be responsible for all midwifery projects and programmes and other activities requiring involvement of MAZ ;
- (d) Be responsible for translating policy into practice, coordination and research;
- (e) Chair Professional Practice, Research and Disciplinary Committees meetings;
- (f) Develop, prepare and present a comprehensive report to the National Executive Committee on all matters pertaining to training projects and education programmes;
- (g) Perform such other duties as assigned to him/her by the President,

### **11.3 General Secretary**

The General Secretary shall-

- (a) Report to the President;
- (b) Be the Spokesperson on all operations and administrative matters of MAZ as the President and the National Executive Committee shall advise from time to time;
- (c) Be responsible for taking minutes in National Executive Committee meetings, record keeping and inventory of MAZ property;
- (d) Be one of the Signatories on MAZ accounts;
- (e) Receive correspondence and such other communication and records within, from the branches and outside MAZ;
- (f) In consultation with the President attend to correspondence of the Association and carry out any other work as requested by the National Executive Committee and the members at Annual General Meetings;

- (g) Work with the Executive Director and ensure that all correspondence is managed efficiently and timely;
- (h) Develop sensitization strategies for members and potential members, including student midwives;
- (i) Develop and take lead to implement recruitment strategies;
- (j) Ensure availability of membership cards, badges and copies of the Constitution;
- (k) Publicize and market MAZ and its activities as requested by the National Executive Committee.

#### 11.4 Deputy General Secretary

The Deputy General Secretary

shall-

- (a) Report to the General Secretary;
- (b) Be responsible for taking minutes in National Executive Committee meetings, record keeping and inventory of MAZ property in the absence of the General Secretary;
- (c) In consultation with the General Secretary and the National Executive Committee, develop incentives to recognize and motivate members;
- (d) Facilitate legal advice or protection for members in need when deemed necessary by the National Executive Committee and Zambia Union of Nurses Organisation;
- (e) Carry out such things as directed by the President or General Secretary;
- (f) Work with the General Secretary to ensure availability of membership cards, badges and copies of the Association Constitution;
- (g) Work with the General Secretary to develop and implement recruitment strategies.

#### 11.5 Treasurer

The Treasurer shall report to President and shall be responsible for-

##### 11.5.1 Financial oversight

- (a) Oversee and present budgets, accounts and financial statements to the management committee
- (b) Liaise with designated staff about financial matters
- (c) Ensure that appropriate financial systems and controls are in place

- (d) Ensure that record-keeping and accounts meet the conditions of funders or statutory bodies
- (e) Ensure compliance with relevant legislation.

#### **11.5 .2 Funding, fundraising and sales**

- (a) Advise on MAZ fundraising strategy
- (b) Ensure use of funds complies with conditions set by funding bodies or partners
- (c) Ensure fundraising and sales comply with relevant legislation and is bound by effective financial systems and controls
- (d) Ensure effective monitoring and reporting.

#### **11.5 .3 Financial planning and budgeting**

- (a) Prepare and present budgets for new or ongoing work
- (b) Advise on financial implications of strategic and operational plans
- (c) Present revised financial forecasts based on actual spend.

#### **11.5 4 Financial reporting**

- (a) Present regular reports on MAZ financial position
- (b) Prepare accounts for audit and liaising with the auditor, as required
- (c) Present accounts at the Annual General Meeting
- (d) Advise on MAZ reserves and investment policy.

#### **11.5.5 Banking, book-keeping and record-keeping**

- (a) Manage bank accounts
- (b) Set up appropriate systems for book-keeping, payments and petty cash
- (c) Ensure everyone handling money keeps proper records and documentation.

#### **11.5.6 Control of fixed assets and stock**

- (a) Ensure proper records are kept
- (b) Ensure required insurances are in place.

### **11.6 Deputy Treasurer**

The Deputy Treasurer shall report to the Treasurer. In the absence of the Treasurer he/she shall-

- (a) Be responsible for the development of the Association's fiscal policy;
- (b) Convene the Financial Committee meetings;
- (c) Present financial report at the Annual General Meeting.

## **11.7 National Committee Members**

The National Committee Members of the Association shall-

- (a) Contribute to the conduct of all the operations of MAZ;
- (b) Assist the President, Vice President, Treasurer and General Secretary in the performance of their duties;
- (c) Participate in the Committees delegated to them by the President.

## **Article 12: Election of Members of the National Executive Committee**

The Association is required to elect persons to be members of the National Executive Committee from among fully paid up members of MAZ.

## **Article 13: Nominations of Candidates, Elections and Voting**

- (a) The ballot for the election of any new members of the National Executive Committee shall be conducted at the Annual General Meeting.
- (b) At least four months prior to the date fixed for the Annual General Meeting at which the election is to take place, the General Secretary shall send notice to all members inviting nominations for candidates.
- (c) Nominations for the National Executive Committee shall be by fully paid up members of the Association.
- (d) Nominations of candidate(s) for election to the National Executive Committee of the Association shall-
  - (i) Be made on the designated form, signed by two members of the Association and accompanied by the written consent of the candidate;
  - (ii) Be delivered to the Secretary of the Election Committee not less than two months before the date fixed for the holding of the Annual General Meeting at which the election is to take place;
  - (iii) If insufficient nominations are received to fill any vacancy on the National Executive Committee, the candidates nominated shall be deemed to be duly elected;

- (iv) Nominations for positions not contested shall be received from the members present at the Annual General Meeting;
  - (v) If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be dully elected;
  - (vi) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held;
  - (vii) Members present, and voting, shall record their preferences by secret ballot.
- (e) Independent Election Commissioners shall be appointed in writing to conduct elections and they shall-
- (i) Distribute and collect ballot papers;
  - (ii) Tally all votes, including proxy votes;
  - (iii) Inform the meeting of the outcome of the ballot.
- (f) No person shall be entitled to vote at any Annual General Meeting of the MAZ on any matter arising therein, unless that person at the time of the Annual General Meeting is a fully paid up member of the Association.

#### **Article 14: National Executive Committee Meetings and Quorum**

- (a) The National Executive Committee shall meet quarterly at such time and place and in such manner as the National Executive Committee determines.
- (b) All members of the National Executive Committee shall carry out functions as deemed appropriate by the Association.
- (c) The powers of the National Executive Committee are laid down in the Operational Handbook.

#### **Article 15: Removal of a National Executive Committee Member**

- (a) The National Executive Committee may by resolution of 75% of the members or by resolution of 75% of the membership present and voting at an Annual General Meeting, remove any member of the National Executive Committee before the resolution if s/he-
  - (i) Has acted in a manner prejudicial to the interests of the Association; or

- (ii) Refuses or neglects to comply with a provision of these articles;
  - (iii) By a vote of no confidence.
- (b) A resolution as set out in Article 15 is of no effect unless the resolution is confirmed as detailed therein.
- (c) Where the National Executive Committee or the membership at large passes a resolution under clause 15.i, the General Secretary shall as soon as practicable cause notice in writing to be served on the member.
- (d) Where a National Executive Committee member to whom a proposed resolution referred to in Article 13 makes an appeal in writing to the President and requests that the appeal be notified to the members of the Association, the General Secretary or President shall-
- (i) Send a copy of the appeal to each member of the Association, or if the information is not sent;
  - (ii) Read the appeal out at the Extra-ordinary General Meeting at which the resolution is considered;
  - (iii) If the Extra-ordinary General Meeting passes a special resolution in favour of confirmation of the resolution made under clause 15.3 that resolution is confirmed.

#### **Article 16: Vacancies in the National Executive Committee**

In the event of a vacancy-

- (a) In the office of the President, the Vice President shall become President for the remainder of the term;
- (b) In the office of the Vice President, the General Secretary shall become Vice President for the remainder of the term;
- (c) In the office of the General Secretary, the Vice General Secretary shall become the General Secretary;
- (d) In the event of the other National Executive Committee positions, they shall be filled by appointment of an eligible midwife until the next Annual General Meeting of the Association. Appointment shall be done by National Executive Committee members during an Extra-ordinary Meeting which shall convene within 28 days of the vacancy being declared.



## Article 17: **Delegation by National Executive Committee to Committees**

- (a) The National Executive Committee shall by instrument in writing, delegate to one or more Committees or Sub-committees consisting of such members of MAZ as the National Executive Committee deems fit to carry out the exercise of such functions of the National Executive Committee as are specified in the Constitution, other than-

This power of delegation;

- (i) Functions imposed on the National Executive Committee by virtue of the Constitution, by any other law of the State, or by resolution of the Association in a General Meeting.
- (b) A function, the exercise of which has been delegated to a committee under this article, may, while the delegation remains unrevoked, be exercised from time to time by the Sub-committee in accordance with the terms of the delegation of authority and responsibility.
- (c) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation of authority and responsibility.
- (d) Notwithstanding any delegation under this rule, the National Executive Committee may continue to exercise any function delegated to a Committee or Sub-committee.
- (e) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this article has the same force and effect as it would have been done or suffered by the National Executive Committee.
- (f) The National Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this article.

## Article 18: **New National Executive Committee**

Notwithstanding any other provision of this Constitution, in the event that no existing members of the National Executive Committee are able to continue, then any member of MAZ has the power in this instance to call an Extra-ordinary General Meeting to form a new National Executive Committee.

## Article 19: **Committees**

There shall be the following six committees to ensure smooth operationalization of the Association-

- (a) Education and Training Committee;
- (b) Clinical Practice Committee;

- (c) Leadership, Management and Governance Committee;
- (d) Research Committee;
- (e) Finance Committee;
- (f) Disciplinary Committee.

The President shall appoint all committee members nominated by the National Executive Committee.

Each committee shall consist of seven members and shall hold quarterly and extra-ordinary meetings. The Committee members shall be part-time members. The Executive Director shall be an ex-official on all the six committees.

### **19.1 Education and Training Committee**

The Education and Training Committee shall–

- (a) Provide members with current information on educational opportunities available, and whatever other pertinent information is deemed necessary, which shall provide those members with the opportunity to achieve the level of knowledge and skill necessary to serve the public with competence and professionalism;
- (b) Review and ensure that educational and training materials meet national and international standards;
- (c) Be responsible to ensure use of educational training materials, which are approved or endorsed by the Nursing and Midwifery Council of Zambia in accordance with the Nurses and Midwives Act No. 31 of 1997.

#### **Composition**

The Education and Training Committee shall consist of members who have a midwifery qualification and experience in developing and reviewing training materials, teaching and evaluating the quality of education programmes namely-

- (a) Two Midwifery Lecturers;
- (b) Practicing midwife;
- (c) Midwifery Clinical Instructor;
- (d) Midwifery Student;
- (e) Midwifery Manager;
- (f) One National Executive Committee member.

#### **Functions**

- (a) Initiate and implement educational policies.

- (b) Develop or solicit and implement programmes and activities, which shall provide members with the opportunity to achieve the level of knowledge and skill necessary to serve the public with competence and professionalism.
- (c) Provide a budget to the Finance Committee for educational programmes.
- (d) Advise MAZ on education and training of midwives and other health workers who provide services to women, neonates, children, adolescents and families.
- (e) Monitor the progress of in-service training activities and ensure compliance with national and international standards of midwifery education and training.
- (f) Recommend suspension of trainings not upholding national and international standards of midwifery education and training.
- (g) Establish and foster linkages and partnerships with national and international stakeholders Nursing and Midwifery Council of Zambia, East, Central and Southern College of Nursing and International Confederation of Midwives on education programmes, standards and competences.

## **19.2 Clinical Practice Committee**

The Clinical Practice Committee shall-

- (a) Review midwifery practice in the country and ensure it conforms to national and international standards;
- (b) Assure the safety and rights of women, neonates, children, adolescents and families who access midwifery care; and midwives and nurses who provide midwifery care in Zambia.

### **Composition**

The Clinical Practice Committee shall consist of members who have qualifications and experience in midwifery:

- (a) Two midwifery managers;
- (b) Two midwifery practitioners;
- (c) Midwifery Lecturer or Tutor;
- (d) Student Midwife;
- (e) One National Executive Committee member.

### **Functions**

- (a) Advocate for provision of quality midwifery care at all levels.
- (b) Support midwifery practitioners to embrace technical advancements in midwifery practice to enhance quality of midwifery care.

- (c) Foster the essence of continuing professional development among members.
- (d) Establish and foster linkages and partnerships with local and international stakeholders on quality of midwifery services.
- (e) Handle concerns on midwifery practice reported to the Association by the public.
- (f) Advise MAZ on quality of midwifery and reproductive, maternal, neonatal, child, adolescent health and nutrition services in health facilities and in the community.
- (g) Participate in Nursing and Midwifery Council of Zambia activities pertaining to midwifery, including in Maternal and Prenatal Death Reviews and report to the National Executive Committee.
- (h) Monitor international developments in quality of midwifery care or practice, including International Confederation of Midwives and World Health Organisation reproductive, maternal, neonatal, child, adolescent health and nutrition standards and guidelines and advice the National Executive Committee accordingly.
- (i) In collaboration with the Ministry of Health and Nursing and Midwifery Council of Zambia, take lead to support midwifery practitioners to institutionalize research evidence in midwifery practice.

### **19.3 Leadership, Management and Governance Committee**

The Leadership, Management and Governance Committee shall-

- (a) Take lead in professional matters and express and interpret the needs and views of the members of MAZ for the benefit of the community;
- (b) Be an important bridge, which connects consumers of midwifery/health care, policy makers, and midwifery professionals;
- (c) Take the lead in professional matters and to express and interpret the needs and views of the members of MAZ for the benefit of the public particularly women, neonates, children, adolescents and families in general;
- (d) Be an important bridge, which shall connect consumers of midwifery care, policy makers, and members;
- (e) Collaborate with the Nursing and Midwifery Council of Zambia and Zambia Union of Nurses Organisation on efforts to improve leadership, management and governance of midwifery education and services;
- (f) Collaborate with the Education and Training Committee to approve leadership, management and governance training projects.

## **Composition**

The leadership and Management Committee shall consist of members who have the qualifications and experience in midwifery or nursing management and conversant in Nursing and Midwifery Council of Zambia and government policy and guidelines on midwifery practice namely-

- (a) Two midwifery managers;
- (b) A person with qualifications and experience in management;
- (c) A person with experience in public health;
- (d) Student member;
- (e) A previous Nursing and Midwifery Council of Zambia Council member;
- (f) One National Executive Committee member.

## **Functions**

- (a) Oversee the upholding of the Constitution by the National Executive Committee and members, including any funding agreements or contracts.
- (b) Provide oversight over legal responsibilities to any employees, such as complying with employment awards or agreements, paying tax and superannuation, and providing a safe working environment.
- (c) Provide oversight of National Executive Committee legal responsibilities to members and any clients or customers who may use MAZ services.
- (d) Ensure timely insurance cover for staff and property.
- (e) Assure compliance of relevant laws or regulations and specific financial responsibilities.
- (f) Advise National Executive Committee on leadership, management and governance issues in midwifery and reproductive, maternal, neonatal, child and adolescent health.
- (g) Monitor leadership, management and governance in operations of the Association and training activities.
- (h) Establish and foster linkages and partnerships with local and international organisations to promote good leadership, management and governance practices in midwifery.
- (i) Lead in conducting annual organisational assessments using the International Confederation of Midwives recommended Member Associations Capacity Assessment Tool (MACAT).

## 19.4 Research Committee

The Research Committee shall-

- (a) Assist and support midwifery researchers to write ethical research proposals, which shall meet and conform to national and international research ethical standards;
- (b) Assure the safety and rights of all individuals involved in the proposed research;
- (c) Assure that all midwifery or health research conducted by members of MAZ, individually or with other researchers is approved by a Research and Ethics Committee registered with the National Health and Research Authority.

### Composition

The Research and Ethics Committee shall consist of members who have the qualifications and experience to review and evaluate the scientific merit and conduct of research conducted by MAZ members. The committee shall include-

- (a) A person trained in research ethics;
- (b) Two midwifery practitioners;
- (c) A person skilled in writing grant and research proposals with midwifery qualification;
- (d) A person with not less three publications in reputable Journals;
- (e) Student midwife;
- (f) One National Executive Committee member.

### Functions

- (a) Identify priority research topics in reproductive, maternal, neonatal, child and adolescent health and nutrition.
- (b) Establish and foster linkages and partnerships with national and international education institutions on research and independent researchers.
- (c) Advise National Executive Committee on ethical issues in midwifery and reproductive, maternal, neonatal, child and adolescent health and nutrition research.
- (d) Develop capacity of members in grant proposal writing.
- (e) Develop capacity of members in research proposal writing.
- (f) Support members to write ethical research proposals and conduct ethical research.
- (g) Encourage members to submit abstracts for presentation on local and international fora.

- (h) Maintain a database of research studies conducted by members to use these resources for other members.
- (i) Monitor international developments in ethical issues relating to health and midwifery research involving humans and advise the National Executive Committee accordingly.
- (j) Review abstracts or research papers written by members before submitting them to midwifery conferences and other health conferences.
- (k) Take lead in translating research findings into policy and practice.
- (l) Support the Secretariat to organize Scientific meetings for shared experience among members.

### 19.5 Finance Committee

The Finance Committee shall-

- (a) Provide financial oversight of the Association and provide advice and counsel to the National Executive Committee on financial matters.
- (b) Propose the annual budget to the National Executive Committee.
- (c) Consult the President on strategic issues with financial implications.
- (d) Have a fiduciary duty to ensure the financial matters of National Executive Committee are in line with the Vision and Mission Statement.

#### Composition

The Finance Committee shall consist of internal and appointed members namely-

- (a) Treasurer;
- (b) Finance and Administration Officer;
- (c) Accountant;
- (d) Person with experience in business development;
- (e) One National Executive Committee member'
- (f) Auditor.

#### Functions

##### 19.5.1 Policy

- (a) Develop and review policies relating to the financial management of the Association and recommend them to National Executive Committee for approval.
- (b) Review financial policy issues in the context of legislative and regulatory requirements.

### 19.5.2 Oversight and Advisory

- (a) Share the workload of the Treasurer in managing and monitoring the finances of the Association.
- (b) Monitor National Executive Committee Financial Strategy.
- (c) Monitor and oversee the efficient use of the resources approved by the National Executive Committee.
- (d) Undertake regular reviews of financial reporting/performance, including oversight and consideration of the financial reports/performance of project implementation and fundraising ventures and advise the National Executive Committee on appropriate actions.
- (e) Receive reports and report to the National Executive Committee on internal financial controls to ensure that financial risk management is addressed on an ongoing basis.
- (f) Oversee compliance with the financial elements and the use of financial processes, procedures and controls through good governance.
- (g) Advise the National Executive Committee on the financial aspects of the acquisition, disposal and retirement of assets of MAZ.
- (h) Advise the National Executive Committee on the financial aspects of capital projects exceeding K500,000.00 (Five hundred thousand Kwacha).
- (i) Monitor own activities through consideration of both minutes and annual reports and recommendations contained therein.
- (j) Monitor the effective application of strategic risk management in the management of the finances of the Association through reports from responsible officers.
- (k) Review expenditure on all major development projects, from their inception to the settlement of final accounts, in the context of the approved business cases, budgets and programmes
- (l) Receive quarterly and annual reports from the Treasurer and report to the National Executive Committee on internal financial controls to ensure that financial risk management is addressed on an ongoing basis.
- (m) Comply with Government laws and other reporting requirements.
- (n) Report to the membership at the Annual Meeting the financial status of the Association.
- (o) Safeguard the **MAZ** assets.



- (p) Ensure financial records of previous year are audited annually to be presented at the Annual General Meeting.

## 19.6 Disciplinary Committee

The Disciplinary Committee shall-

- (a) Review disciplinary cases concerning members of MAZ, advise the National Executive Committee of their decisions and ensure transparency and accountability in its work;
- (b) Manage professional conduct decisions of disciplinary cases of midwives dealt with by the Disciplinary Committee of the Nursing and Midwifery Council of Zambia.

### Composition

The Disciplinary Committee shall consist of members who have the qualifications and experience to objectively review disciplinary cases in line with the MAZ Constitution.

It shall include-

- (a) A person acquainted with the Nursing and Midwifery Council of Zambia Professional Code of Conduct;
- (b) A person acquainted with labour laws;
- (c) A lawyer;
- (d) One midwifery manager;
- (e) An academician with midwifery qualification;
- (f) Student Midwife;
- (g) One National Executive Committee Member.

### Functions

- (a) Participate in Nursing and Midwifery Council of Zambia disciplinary cases concerning Association members.
- (b) Arbitrate disputes between the National Executive Committee and MAZ members or District and Provincial Branches.
- (c) Arbitrate disputes between Sub-committees and District Branch Committees.
- (d) Arbitrate disputes between District and Provincial Branches or between district and provincial branches and members.
- (e) Support members to uphold the Nursing and Midwifery Council of Zambia Professional Code of Conduct.
- (f) Report disciplinary cases of the members to the National Executive Committee.

#### 19.6.1 Types of Offences

- (a) Absenteeism from three planned consecutive MAZ meetings.

- (b) Breach of the Association Constitution.
- (c) Breach of trust and confidentiality
- (d) Sub-standard performance- inefficiency
- (e) Negligence.

#### **19.6.2 Disciplinary Action**

Members shall be disciplined in accordance with the Association Constitution and approved Nursing and Midwifery Council of Zambia Code of Conduct.

The Disciplinary Committee shall arbitrate disciplinary cases and make appropriate decisions. Disciplinary action shall in most cases be linked to the ones being dealt with by the Nursing and Midwifery Council of Zambia. The disciplinary actions shall include-

- (a) Two written warnings;
- (b) Suspension for a specified period of time;
- (c) Expelling the member from the Association;
- (d) The outcome of the Disciplinary Committee shall be communicated to the affected member in writing within twenty-one days after the sitting;
- (e) An affected member reserves the right to appeal to the National Executive Committee in writing within 21 days after receipt of a disciplinary letter;
- (f) The outcome of the appeal shall be communicated to the affected member in writing within seven days after the sitting.

#### **Article 20: Right of Appeal**

In the event that a member feels that they have not had a fair hearing, they have a right to appeal to the National Executive Committee.

#### **Article 21: Branch**

- (a) The MAZ shall establish Provincial and District Branches and Sub-Branche throughout the country. The membership shall consist of not less than twenty fully paid up members. All Committee Sub-committee members shall be members of the Association.
- (b) In districts where there are less than twenty fully paid midwives and nurses, formation of a branch shall be at the discretion of the midwives and nurses in that district and approved by the Provincial Executive Committee.
- (c) A Branch and Sub-branch shall have an Executive Committee elected by members of the branch every four years as per Article 13.

- (d) The ballot for the election of any members of the Provincial and District Branches and Sub-branches shall be in accordance with Article 13 of the Constitution.
- (e) A Branch shall not be entitled to charge any subscription fee for membership of that branch.
- (f) A Branch shall raise money for local operations in accordance with the laws of Zambia.
- (g) Membership fee shall be paid into the national account and deposit slip presented to the treasurer for issuance of the receipt as proof of payment.
- (h) A Branch shall open and operate a bank account.
- (i) Each Branch shall submit a report and financial statement to the National Executive Committee through the Provincial Branch.
- (j) A Branch Committee shall-
  - i. Record minutes of all meetings held;
  - ii. Lodge a copy of all minutes of meetings in the office of the Association;
  - iii. Report on branch activities to the District, Provincial and to the National Executive Committee, respectively;
  - iv. Make recommendations to the National Executive Committee on activities or expenditure, which may require National Executive Committee approval or assent.

### **21.1 Composition**

A branch Committee shall consist of ten members as follows-

- (a) The Chairperson;
- (b) Vice Chairperson;
- (c) Treasurer;
- (d) Vice Treasurer;
- (e) Secretary;
- (f) Vice Secretary;
- (g) Three Committee Members;
- (h) One student midwife (in Districts where there are Schools of Midwifery)

In Districts where there are no Schools of Midwifery, the Committee shall elect four Committee members.

### **21.2 Functions of The Branch Executive Committee**

#### **(a) Provincial Executive Committee**

- i. Send to the General Secretary the names and addresses of the Provincial Executive Committee immediately after their election;
- ii. Notify the General Secretary on or before January 30 of the number of members as of 31 December every year;
- iii. Recommend to the National Executive Committee of the need to amend the Constitution and policies of MAZ for consideration by the National Executive Committee;
- iv. Maintain active communication with the Secretariat of the Midwives Association of Zambia in relation to implementation of Association programmes, training activities and policies.
- v. Increase membership of MAZ through continuing recruitment of members in the districts in the province, including Associate members – nurses, doctors and other health workers choosing to be members of the Association.
- vi. Receive and attend to all members' complaints from district branches and subbranches concerning their work and where necessary report such complaints to the General Secretary through the Provincial Chairperson.
- vii. Organise and conduct clinical meetings in the province and other related continuing professional development programmes, which are approved by the Nursing and Midwifery Council of Zambia and the National Executive Committee.

**(b) District Executive Committee**

- (i) Send to the Provincial Secretary the names and addresses of the District Executive Committee immediately after their election;
- (ii) Notify the Provincial Secretary on or before December 31 of the number of members in the district every year;
- (iii) Recommend to the Provincial Executive Committee of the need to amend the Constitution and policies of the Association for consideration by the National Executive Committee;
- (iv) Maintain active communication with Provincial Office in relation to implementation of MAZ programmes, training activities and policies.
- (v) Increase membership of MAZ through continuing recruitment of members, including Associate members – nurses, doctors and other health workers choosing to be members of the Association.

- (vi) Improve membership of MAZ through continuing recruitment of members in the District, including for sub-branches. Recruitment shall include Associate members – nurses, doctors and other health workers choosing to be members of the Association.
- (vii) Receive and attend to all members' complaints concerning their work and where necessary report such in writing to the Provincial Executive Committee through the Provincial Chairperson.
- (viii) Organise and conduct clinical meetings and other related continuing professional development programmes, which are approved the Nursing and Midwifery Council of Zambia and the National Executive Committee.

**(c) Sub-branch Executive Committee**

- (i) Send to the District Secretary the names and addresses of the Sub-branch Executive Committee immediately after their election;
- (ii) Notify the District Secretary on or before December 31 of the number of members in the Sub-branch every year;
- (iii) Recommend to the District Executive Committee on the need to amend the Constitution and policies of the Association for consideration by the National Executive Committee;
- (iv) Maintain active communication with District Office in relation to implementation of Association programmes, training activities and policies.
- (v) Increase membership of MAZ through continuing recruitment of members, including Associate members – nurses, doctors and other health workers choosing to be members of the Association in facility or company.
- (vi) Increase membership of MAZ through continuing recruitment of members in the facility or company. Recruitment shall include Associate members – nurses, doctors and other health workers choosing to be members of the Association.
- (vii) Receive and attend to all members' complaints concerning their work and where necessary report such in writing to the District Executive Committee through the District Chairperson.
- (viii) Organise and conduct clinical meetings and other related continuing professional development programmes, which are approved by the Nursing and Midwifery Council of Zambia and the National Executive Committee.

## Article 22: **Oath of Office and Secrecy**

### 22.1 **Office Bearers Loyalty and The Oath**

- (a) The National Executive, Provincial, District and Sub-Branch Committee members shall be loyal to the MAZ. The Oath of Office and Secrecy requires office bearers to serve the Association, its leadership and membership to the best of their ability.
- (b) Releasing confidential information by leaders through their duties may have significant impact on the operations of the Association and maintaining impartiality and integrity with leaders, members, stakeholders and the public.
- (c) The MAZ leaders at national level and in the Provinces, Districts and Sub-Branched shall maintain confidential information they receive by virtue of their positions in the Association. They shall not divulge the information received with anyone than the persons who are authorized to receive it both during term of office and after leaving the office.
- (d) Office Bearers shall not use confidential information for furthering private interests or as means for pecuniary gain.

### 22.2 **Application**

- i. The Oath of Office and Secrecy provisions in 22.1.1 apply to both elected, appointed and volunteer leaders at national and Provincial, District and Sub-Branched Levels.
- ii. The Oath of Office shall apply to all leaders of the MAZ with access to confidential information, which if disclosed, might harm the interests of the Association.

### 22.3 **Format**

Every Association leader shall take oath before assuming office on the form provided by the National Executive Committee.

### 22.4 **Request for Authority to Disclose**

In exceptional circumstances where an Association office bearer has cause to disclose information, shall request the President in writing of the National Executive Committee for permission stating the circumstances related to the request.

## Article 23: **Conflict of Interest**

- (a) Members of the National Executive Committee will be required to declare a conflict of interest in case of material interest in any Association contracts or business transactions being discussed for the first time at a meeting.

- (b) The declared interest should be included in the National Executive Committee meeting minutes.
- (c) A National Executive Committee member who declares interest in any Association contract or business transaction should not vote on this agenda item.

#### **Article 24: Voting and Decision Making**

- (a) The National Executive Committee and Sub-committees shall reach consensus when making decisions.
- (b) Questions arising at a meeting of the National Executive Committee or of any Committee appointed by the National Executive Committee at which Consensus cannot be reached shall be determined by a majority of the votes of members of the National Executive Committee or Committee present at the meeting.
- (c) Each member of the National Executive Committee or Committees is entitled to one vote only but, in the event of an equality of votes the person presiding may have a casting vote.
- (d) Any act or thing done by the National Executive Committee or by Sub-committees is valid and effectual notwithstanding any defect that shall afterwards be discovered in the appointment or qualification of any member.
- (e) Subject to clause 22.2, upon any question arising at a General Meeting of the Association, a member has one vote only.
- (f) All votes must be given in person or by proxy on the appropriate form
- (g) A member or proxy is not entitled to vote at General Meetings of the Association if not a fully paid member.
- (h) The vote of no confidence shall apply to National Executive Committee and Branch and individual members. This shall be conferred if two-thirds of the members, who attended a meeting, are in favour. This shall be done by secret ballot. Cases such as inactiveness, offensive and rude behaviour, failure to attend or conduct three consecutive meetings without any valid reason prior to the scheduled date for the meeting and using the MAZ network for personal benefit shall attract a vote of no confidence.

#### **Article 25: Annual General and Quadrennial Meetings**

- (a) There shall be one Annual General Meeting each year. The time and place shall be determined by the National Executive Committee and Provincial Branches.

- (b) The General Secretary shall notify the members about the Annual General Meeting three months before the date set for the meeting. Attendance shall be as stipulated in clause 8 of the Operation Guidelines.
- (c) The Quadrennial General Meeting shall consist of fully paid up delegates out of which **ten (10)** per province shall constitute the College of Voters. Honorary, consumer, student, and life members shall have no voting rights at the quadrennial general meeting. In cases where a nominated member is not able to attend the meeting, the Province shall nominate a replacement.
- (d) The quorum for the Annual General Meeting shall be one half of the delegates.
- (e) At the first membership meeting following the election, the newly elected office bearers shall be installed.
- (f) Amendments to the Constitution shall be voted on at an Annual General Meeting and shall require a majority of those present and voting-
  - (i) The effective date of the amendment(s) shall be contained within the amendment;
  - (ii) The vote of the members is binding on the National Executive Committee;
  - (iii) Notification of the passed amendment(s) shall be published by the National Executive Committee.
- (g) The Annual General Meeting shall elect the members of the Executive Committee and the office bearers every four years.
- (h) Resolutions from the Annual General Meeting may be disseminated to other members using mediums other than physical meetings so long as these mediums are transparent and efficient.

#### Article 26: **Calling of Extra-Ordinary Meetings**

- (a) The National Executive Committee shall upon request in writing a minimum five out of the ten members of the National Executive Committee convene an Extra-ordinary Meeting.
- (b) For the purpose of this Constitution, a notice may be served by or on behalf of the MAZ upon any member at the member's address shown in the register of members.
- (c) Where a document is sent to a person by properly addressing, prepaying and posting to the person an envelope containing the document, the document is, unless the contrary is proven, deemed for the purpose of these Articles to have been served on the person at the time at which the envelope would have been delivered in the ordinary course of post.



## Article 27: **General Meetings, Procedures and Quorum**

- (a) No item of business is to be transacted at an Annual General or Extra-ordinary Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) A number of members equalling five of the National Executive Committee of the total membership of ten entitled to vote at a General Meeting constitutes a quorum for the transaction of business at a General Meeting.
- (c) If within thirty minutes after the appointed time from the commencement of an Annual General Meeting a quorum is not formed, if convened upon the request of the members, is dissolved; and in any other case stands adjourned to the same day and time in the following week (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not formed within thirty minutes after the time appointed for the commencement of the General Meeting, the elected members present, being not less than five for the National Executive Committee meetings and fifty percent plus one for the Annual General Meeting shall constitute a quorum.

## Article 28: **Presiding Member**

- (a) The President shall preside as Chairperson at each Annual General Meeting. In his/her absence, the Vice President shall preside as Chairperson.
- (b) If the President and the Vice President are absent from an Annual General Meeting or failing to act, the members present shall elect one of their members to preside as Chairperson.
- (c) Where an Annual General Meetings is adjourned for twenty-one calendar days or more, the General Secretary shall give written or verbal notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of business to be transacted at that meeting.

## Article 29: **Appointment of Proxies**

- (a) The notice appointing the proxy shall be given on the appropriate form.
- (b) Proxy Form shall be submitted to the General Secretary not later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- (c) Notwithstanding any other provision of these articles, any member entitled to vote at a General Meeting of the Association shall be entitled to exercise their vote by proxy appointed in accordance with clause 29 (a) and 29 (b).

### Article 30: **Insurance Policies**

- (a) The Association shall effect and maintain Property Insurance for its moveable and non-moveable assets and Health Insurance for Association staff.
- (b) In addition to insurance required in clause Article 30, the Association shall effect and maintain other relevant insurances as determined by the National Executive Committee.

### Article 31: **Subscription and Other Income**

- (a) The funds of the Association shall be derived from Branch and Sub-branch contributions, annual subscriptions of members, fund raising projects, donations and investments.
- (b) Branches and Sub-branches may charge a fee for Branch and/or Sub-branch MAZ activities at their level for fundraising in addition to the annual membership subscription charged by the Association.
- (c) Funds raised by the Branches and Sub-branches remain the property of the Branches and Sub-Branches, respectively. However, 80% of the monies raised are to be maintained at the Branch while 20% remitted to the Secretariat for supportive operational purposes. However, in the event of dissolution of the Branch or Sub-branch, all monies are to be transferred to the Association and be held in trust against reformation of the Branch or Sub-branch at a later date.
- (d) All debts incurred by the Branch or Sub-branch remain the business of the Branch or the Sub-branch and may not be passed on to the Secretariat.
- (e) A copy of the financial records of the Branch and Sub-branch must be forwarded to the Secretariat, for the purposes of auditing by the end of December of each following financial year.
- (f) All the money received by the Association shall be deposited within 48 hours of finalizations, and without deduction, to the Association's Bank account.
- (g) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (h) The financial records, books and other documents of the MAZ shall be open for inspection, free of charge, by a member of the Association at any reasonable hour, subject to the condition that all members agree to maintain the confidentiality of such information.

- (i) An Auditor shall be appointed at an Annual General Meeting or at other times as provided for in this Constitution, or when directed by the National Executive Committee. The Auditor shall-
  - (i) Audit the books, accounts and vouchers of the MAZ.
  - (ii) Report whether in their opinion, the Treasure's statement and report is properly drawn up and exhibits a true and fair view of the state of affairs of the Association, according to the best of their information and the explanations given to them and as shown by the books of the Association.

### **Article 32: Amendments to the Constitution**

- (a) The statement of objectives and rules shall be amended, rescinded or added to; only by a special resolution of the Association through the Annual General Meeting.
- (b) Amendments to the Constitution shall be undertaken with approval of two-thirds majority at every successive Annual General Meeting. It remains in force until such time as the proposed amendments have been approved by the Annual General Meetings of the Association.
- (c) Revisions of the Constitution shall be conducted after holding three successive Annual General Meetings.

### **Article 33: Common Seal**

- (a) The Common Seal of the MAZ shall be kept in the custody of the Executive Director.
  - (i) The Common Seal shall not be affixed to any instrument except by the authority of the National Executive Committee;
  - (ii) The affixation of the Common Seal shall be attested by the signatures either of two members of the National Executive Committee and any one member of the National Executive Committee or one member of the National Executive Committee and the Executive Director.

### **Article 34: Property**

In the event of the dissolution of the Association, or of the cancellation of its registration by the Registrar of Societies, any remaining funds and assets shall be transferred to the Nursing and Midwifery Council of Zambia with the proviso that they be held in trust until such time as the Association is reconstituted or incorporation is reinstated.

**OATH OF OFFICE FOR NATIONAL EXECUTIVE COMMITTEE MEMBERS**

I, ----- do hereby swear and declare that I shall be faithful and bear true allegiance to the Constitution of the Midwives Association of Zambia and that I shall preserve, protect and defend the Constitution.

AND FURTHER DECLARE that I shall, whenever called upon to do so truly serve the Association in all its affairs and observe objects and functions of the Midwives Association of Zambia as set out under ARTICLE 5, Sections (a) to (j) of the Constitution and in particular shall carry out all my official duties and functions as set out under the Constitution of the Association to the best of my ability.

AND HEREBY PLEDGE to keep all information, records, minutes and all manner of documentation whatsoever availed to me in my capacity as National Executive Committee member with the utmost confidentiality and shall at no time divulge or disseminate such information, minutes or documentation to any unauthorized persons or entity.

Signature.....

Sworn at .....this.....Day of .....20.....

Before Me.....

**Commissioner for Oath**



## CERTIFICATE OF RECOGNITION OF BRANCHES

It's hereby certified that.....Branch.

.....Address

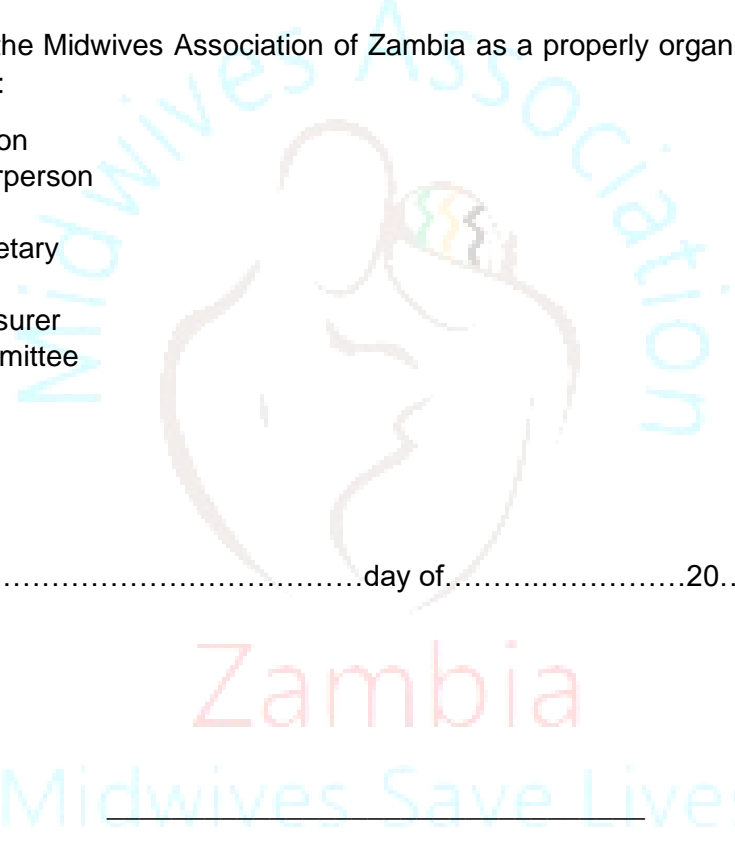
.....

.....

.....has been

recognized under the Midwives Association of Zambia as a properly organized branch with the following portfolios:

- i. Chairperson
- ii. Vice Chairperson
- iii. Secretary
- iv. Vice Secretary
- v. Treasurer
- vi. Vice Treasurer
- vii. Four Committee Members



Dated this ..... day of .....20.....

Zambia

Midwives Save Lives

\_\_\_\_\_  
**General Secretary**