

Papua New Guinea Society of Rural and Remote Health.

CONSTITUTION

SECTION 1: NAME OF THE SOCIETY

The name of the Society shall be:-

PNG Society of Rural and Remote Health

- a) It shall be duly registered by that name as a Professional Society under the society Act 1962.
- b) Hereafter, the ***PNG Society of Rural and Remote Health*** shall be referred to as the "Society".

SECTION 2: DEFINITION OF THE SOCIETY

The Society shall be defined as:-

- a) A professional society
- b) Comprising Medical personnel and Medical Students

SECTION 3: PURPOSES OF THE SOCIETY

The Society shall have the following purposes:-

- a) To promote and improve rural health care and continuing education for its members and to maintain a high standard care in Papua New Guinea
- b) To act as an advisor body to the Department of Health on matters concerning rural health
- c) To act as a advisory Body in the under graduate and postgraduate teaching of Medicine, Dental and Allied Health to:
 1. School of Medicine and Health Sciences UPNG
 2. Masters in Medicine (SPECIALISTS)
 3. Resident Medical Officers
 4. Resident Dental Officers
 5. Bachelors of Nursing
 6. CAHS Madang, HEO and Environmental Health Officer
 7. Community Health worker Training
 8. Any other training programs related to Health
- d) To assist and promote formulate standardized management of common problems and illnesses in PNG
- e) To disseminate information on advances in health and recent advances in management of medical problems
- f) To seek and exchange information with other Medical societies in other parts of the world
- g) To initiate and plan workshops, seminars and conferences related to rural health care and research in conjunction with the University of PNG
- h) To establish and maintain links with various organizations who have

similar objectives both in Papua New Guinea and abroad

- i) To offer advice, instruction, or counsel to its members and other interested persons on aspects of professional practice and conduct in Papua New Guinea
- j) To promote research on any aspects of medical practice in Papua New Guinea
- k) To publish and distribute periodic newsletters, journals, arrange public addresses, conferences, and symposia on one or more aspects of the purposes of the Society
- l) To represent its members in Papua New Guinea on matters of public interest
- m) To participate in other activities as determined from time to time by the Society Executive
- n) To do all things relevant for the promotion of the stated purposes of the Society

SECTION 4: POWERS OF THE SOCIETY

The Society shall exercise Powers and take appropriate actions deemed necessary for the effective implementation and/or achievements of its Purposes consistent with Section 3 in accordance with the laws of Papua New Guinea. In particular, the Society shall have the following Powers:

- a) To implement the Society purposes as stated above, through associations, corporations, or persons through the executions of such instrumentalities in order to give effect to the dealings.
- b) To accept subscriptions, fees, donations, legacies, bequests or any other real and personal property of services
- c) To raise funds through fund raising activities and asset
- d) To enter into any contract with any persons, organizations or bodies for goods and services to be rendered to the Society
- e) To appoint persons, bodies, subsidiaries or committees from time to time to assist the Society in performing its functions consistent with Section 5
- f) To seek legal advice for itself and its members as and when the need arises

SECTION 5: FUNCTIONS OF THE SOCIETY

The functions of the Society are to pursue its purposes consistent with Section 3 and in particular ,be responsible for:-

- a) The exercise of its Powers (Section 4)
- b) The growth and development of the Society
- c) The implementation of policies, guidelines, plans or recommendations endorsed at Annual General Meetings
- d) The promotion of professional and ethical standard of health care in Papua New Guinea
- e) The Provision of independent advice to Public Hospital Boards, Provincial Health Administration, government and Government of the day, on any issues and matters relating to rural health practice in Papua New Guinea
- f) Carrying out and other function consistent with its constitution.

SECTION 6: MEMBERSHIP OF THE SOCIETY

To be a member of the Society, the applicant shall:-

- a) Be a doctor or medical student from any recognized health related institution both in PNG and overseas
- b) Pay the full annual subscription (membership fee) at the time of application and shall be renewable every twelve calendar months
- c) Be a life member of the Medical Society stipulated under the life membership policy

SECTION 7: SUBSCRIPTION (MEMBERSHIP FEE)

- a) All members shall contribute subscriptions to the Society Annually
- b) The subscription rate shall be standardized at various health care workers catergorized level as follow:
 1. Medial Officer
 2. Medical Student
- c) The subscription rate shall be determined from time to time at a specified Annual General Meeting (AGM), no less than 12months (1 years) from the last determination.

SECTION 8: RIGHTS OF MEMBERS

All financial members of the Society shall have:-

- a) The right to vote during meetings and general elections
- b) To right to nominate any member for elections and or appointments
- c) The right to contest for any executive positions as and when such positions become vacant
- d) The right to access any provisions and benefits derived by the Society for the members, consistent with the Constitution of the Society
- e) The right to withdraw from being a member of the Society subsequent to three (3) months notice in advance

SECTION 9: THE EXECUTIVE OF THE SOCIETY

- a) There shall be three elected Members of the Society Executive comprising:-
 1. The President
 2. The Treasurer
 3. The Secretary

(The Society Executive shall be in office and shall hold term for two (2) calendar years.

- b) Election of the Society Executive shall be conducted through a secret ballot, consistent with the Industrial laws of Papua New Guinea
- c) Two of the Society's Executive members (President and Secretary) should live in same region, but this is not a prerequisite.

SECTION 10: VACANT SOCIETY EXECUTIVE OFFICE

A Society Executive Office shall be declared vacant:-

- a) At the expiration of term of office consistent with Section 9 (b)
- b) A member ceases to be an Executive of the Society be virtue of

- I. Resignation
 - II. Expulsion
 - III. Termination
 - IV. Death
 - V. Conviction of criminal offence
 - VI. Incapacitation illness
- c) A Society Executive members fails to attend at least three (3) consecutive official executive meetings without written explanations to the President

SECTION 11: PROCEEDINGS OF THE SOCIETY EXECUTIVE

- a) The Society Executive shall meet at least two (2) times in a calendar year in person or through means of modern information/communication technology.
- b) The Society President shall preside over all the meetings whenever possible. In the event of his/her absence, an alternate member of the Executive will automatically preside.
- c) Minutes of the Executive meetings shall be kept in the proper manner by the Society secretary and shall be confidential
- d) At all Society Executive meetings either the Society President or the Society Treasurer must be present

SECTION 12: POWERS OF THE SOCIETY EXECUTIVE

- a. Except when otherwise stated, the affairs of the Society shall be managed by the Society Executive
- b. In doing so the Society Executive shall have the following Powers:-
 - a) To pay charges, expenses or incidentals necessary to the efficient conduct of the business of the Society:
 - b) To secure or rent any office or building for the business of the Society
 - c) To employ any personal deemed necessary for carrying out the Purposes of the Society at a remuneration, if any, and for a period of time, if any
 - d) To deem and collect debts including subscriptions owing to the Society
 - e) To deposit or invest moneys of the Society in a Bank or such other enterprise it feels may be profitable to the Society
 - f) To accept donations, bequests, legacies or such other gifts
 - g) To represent or act on behalf of the Society in any matters consistent with the Purposes of the Society
 - h) To represent (or to arrange a representation of) the Society before any court, Tribunal, arbitration or any other bodies vested with the authority to settle disputes affecting the Society or its members
 - i) To issue or authorize press statements of the Society
 - j) To organize and hold annual general meetings, special meetings, workshops, courses, symposia, seminars and referenda
 - k) To appoint persons, bodies, subsidiaries, committees and sub-committees, consistent with Section 4 of the Constitution
 - l) To suspend membership of the individuals if any part of Section 6 is breached
 - m) To engage professional advisories from time to time to advice the Society on technical matters

SECTION 13: POWERS & FUNCTIONS OF THE SOCIETY PRESIDENT

The Society President shall:-

- a) Function as the Chief Executive Office holder and
- b) Chair all Executive and general meetings of the Society
- c) Have two (2) votes, one deliberate and one to cast in event of votes being equal
- d) Have the general responsibility of promoting the growth and development of the Society by liaising, cooperating and consulting with other Societies in the Region and Society Executives, to ensure all members are kept informed about activities of the Society
- e) Authorize all press releases, except when he/she is absent, in which case the Vice President, if present, shall authorize the same, while endeavouring to inform the Society President of the event as soon as possible.
- f) Represent or appoint a person to represent the Society before any person, court, or tribunal or any other body
- g) Authenticate all meetings in which he is present by signing them
- h) Declare an executive office vacant pursuant to Section 10 (b) and (c)
- i) Declare the winner in the most recent election for the vacant Executive position
- j)

SECTION 14: POWERS & FUNCTIONS OF THE SOCIETY TREASURER

- a) The Powers and Functions of the Society Treasurer shall be:-
- b) To take charge of all financial activities and duties of the Society
- c) To receive and bank all monies
- d) To account for all monies received by issuing an official document of receipt to the donor and to at least keep one copy
- e) To keep full and accurate financial accounts of the Society including all Bank transactions and negotiable instruments in the name and for the benefit of the Society
- f) To audit or arrange or proper auditing of the books of the Society
- g) To prepare and present the annual financial report of the Society at annual general meeting and at any other such time the Society Executive requests
- h) To chair the Finance Committee
- i) To execute any other duties consistent with the above or assigned to him/her by the President, the Society Executive or its nominees

SECTION 15: POWERS & FUNCTIONS OF THE SOCIETY SECRETARY

The powers and functions of the Society Secretary shall be:-

- a) To take minutes of all meetings in which he/she is present
- b) To keep records of meetings, minutes and documents concerned with the business of the Society

- c) To ensure the Society President authenticate the minutes of the meetings
- d) To display or publicize names of members and office holders in prominent places
- e) To collate and prepare agenda for Executive and General Meetings
- f) To give notice and publicize all official meetings of the Society
- g) To convene all meetings as scheduled or requested by the Executive or members of the Society, consistent with Section 16
- h) To execute any other duties assigned to him/her by the Society President, the Executive or its nominees
- i) In the absence to the Society Secretary, any member of the Executive shall keep the minutes of the AGM and Executive meetings.

SECTION 16: MEETINGS OF THE SOCIETY

- a) Society Meetings shall be held annually.

SECTION 17: QUORUM OF MEETINGS

- a) The quorum required to hold an Executive meeting shall be three (3) – refer Section 11a
- b) The quorum required to hold a general meeting of the Society shall be ten (10) members

SECTION 18: VOTING

- a) All Executive Members shall have the power to propose, second and vote at any Executive Meeting
- b) Pursuant to Section 8, all financial members shall have the power to propose, second and vote in any general meeting
- c) Election of Society Executives shall be by Secret Ballot as per Section 9 c) at the AGM
- d) Voting during any general meeting shall be by show of hands unless two members successfully request a Secret Ballot
- e) All financial members shall have one (1) vote on any question at any meeting of the Society except for the Society President, consistent with his/her powers as per Section 13
- f) In the event the votes are equal, the Society President shall order a recount, and provided that if at the second recount, the votes are still equal, he/she shall cast the second vote which shall be binding
- g) Financial members may vote by proxy at Meetings provided that the proxy is in writing and signed by the members

SECTION 19: OFFICE OF THE SECRETARIAT

The Society shall establish and maintain a secretariat:-

- a) Consisting of one secretary and one Executive/Administration Officer as determined by the Society Executive
- b) To perform secretarial, clerical, and administrative duties as determined by the Society Executive from time to time
- c) And shall have or rent an office for its purposes consistent with (b) above
- d) With appropriate office equipment and furniture either purchased or hire by the Society for its purposes

SECTION 20: COMMITTEES AND SUBSIDIARIES

Pursuant to Section 4 (g) through the Society Executive, the Society shall determine tasks, duties and responsibilities, from time to time, and as the need arises, shall appoint and/or dissolve committees, subcommittees and subsidiaries.

SECTION 21: FINANCE

Pursuant to Section 3 and consistent with Section 4, the Society shall:-

- a) Have a Society Fund which all monies received for and on behalf of the Society are paid into and shall be administered by the Society Executive or its nominee
- b) Have an account or accounts with an appropriate bank or banks in which all Society monies shall be deposited
- c) Be responsible for paying out of the fund any charges incurred by or for any services rendered to and on behalf of the Society
- d) Authorize two (2) Society Executive namely the Society President and Secretary to have their signature on all bank and financial documents . All transactions shall be signed by two (2) Executives
- e)

SECTION 22: BOOKS OF ACCOUNT

The Society shall ensure that proper Books of Accounts are kept with respect to:-

- a) All monies received by the Society
- b) All monies expended by the Society
- c) All Sales (if any) by the Society
- d) All purchases by the Society
- e) All assets of the Society
- f) All liabilities of the Society
- g)

SECTION 23: CUSTODY OF BOOKS, DOCUMENTS & OTHER PROPERTIES

The Society Executive or its nominees shall be responsible for the general custody of all books, documents, securities and other properties of the Society

SECTION 24: AUDIT AND INSPECTION OF BOOKS

- a) The Society Executive shall authorize in writing a qualified person or persons to audit, examine or in any way inspect the Books of the Society and report in writing to the Society Executive or the Society
- b) Financial Audits shall be conducted annually in retrospect and the report shall consequently be tabled at the Annual General Meeting
- c) Any financial member of the Society may seek and be given information about the financial position of the Society, provided that he/she is reasonable in his/her request.

SECTION 25: MINUTES

The Society Secretary, consistent with Section 15, shall record and keep minutes of:-

- a) All Society Executive Meetings (SEM)
- b) All Annual and Special General Meetings (AGM & SGM)
- c) All Special Negotiations and Deliberations as is the case may be
- d) All the above-mentioned meetings and shall be classified as confidential
- e) Minutes of meetings shall be kept for a period not less than five (5) years

SECTION 26: COMMON SEAL AND LOGO

- a) There shall be a Common Seal of the Society
- b) There shall be also a Logo of the Society depicting the spirit of the Society
- c) That both the Common Seal and the Logo shall be in the custody of the Society Executive and may be used as directed by the Society Executives or its nominees

SECTION 27: PUBLICITY

Consistent with Section 13 (e), the Society President shall communicate the views of the Society on any matters of concern to the media

SECTION 28: DISSOLUTION

- a) The Society shall not be dissolved except through a properly constituted court of law
- b) The grounds of dissolution shall be that the Society is unable to meet its liabilities and debts
- c) Following dissolution a qualified liquidator shall be engaged to properly conclude and wind down all activities of the Society

SECTION 29: ALTERATION OF THE CONSTITUTION

- a) This constitution may be reviewed every three (3) years
- b) Notice of intention to alter the constitution or part of this shall be given in writing to the Society Secretary at least six (6) months prior to the Annual General Meeting and submitted by way of a motion
- c) This constitution or part of it may be altered, amended or modified by a three quarters majority vote at the specified Annual General Meeting

SECTION 30: THIS CONSTITUTION

This Constitution and the provisions thereof:-

- a) Supercedes all other previous constitutions
- b) Binds every financial member of the Society in so far as the membership is current
- c) Becomes effective from the date of its approval by three (3) quarters majority vote of the financial members present at the Annual General Meeting.