
Zambia Health Informatics Association

Promoting and Championing Excellence in Health Informatics in Zambia

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CONSTITUTION OF THE ZAMBIA HEALTH INFORMATICS ASSOCIATION (ZHIA)

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1. Part 1: Preliminary Matters

1.1 Article 1 - Name

There shall be established an Association to be known as the Zambia Health Informatics Association (herein referred to as the ZHIA or Association). In accordance with laws relating to the Societies ACT CAP 119 of the laws of Zambia, this Constitution is being consolidated to relate to the Zambia Health Informatics Association, to regulate the activities of the organization and its membership and to provide for related matters.

The Association shall not discriminate on the basis of race, ethnicity, sex, color, creed, religion, physical disability, or social status or national origin.

1.2 Article 2 - Status

It shall be a Non-profit making, non-governmental Association under the Societies ACT of ...

Article 3 Objectives and Functions of the Association

The objective of the association is to:

1. Promote health informatics in Zambia; by use of workshops, conferences, seminars etc.
2. Educate professional and health care Members on the use of Information Communication Technology to manage health information.
3. Provide a forum for dissemination of information regarding health informatics.
4. Provide assistance towards the establishment of appropriate legal infrastructure that will promote the application of information in the health sector. (What kind of assistance is envisaged? It needs to be defined by the Council of ZHIA which would depend on resources)
5. Provide and promote standards in health informatics.
6. Provide assistance and advisory services to members and others.

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7. Liaise with other bodies and authorities on behalf of health informatics professionals.
 8. Liaise with other national and international health informatics bodies to promote appropriate use of ICT in improving health care delivery.
 9. Support and coordinate research and development of health informatics.
 10. Participate in the formulation of health informatics policies at the national and local levels.
 11. Collaborate and provide representation of members on all relevant internal and external for and conferences. (Please define the nature of the collaboration and the representation of members. Does it mean financial support or merely administrative support?)
 12. Be responsible for the keeping of registers of duly qualified Members of Health Informatics

2. Part II: Officers

2.1 Article 4: Duties and Responsibilities of Officers

Section 4.1: The President

The duties of the President shall be as follows:

- i. He shall be the chief executive officer of ZHIA;
 - ii. preside at all meetings of the ZHIA Council and general meetings;
 - iii. be in charge of the general management of ZHIA;
 - iv. see that all resolutions of the Council and the Committees are carried out; and
 - v. Perform such other duties as the Council may from time to time determine.
- b. The duties of the Vice “ President shall be as follows:
- i. perform the duties of the President, in the absence or disability of the President;
 - ii. generally assist the President; and
 - iii. Perform such other duties as the Council or the President may from time to time assign, direct or determine.
- c. The duties of the Secretary shall be as follows:
- i. He shall give notice of all meetings of ZHIA and ensure that appropriate records are kept of such meetings;
 - ii. ensure that all minute books, documents and registers of ZHIA required to be kept are maintained in accordance with standard practices;
 - iii. Perform any other duties as the Council or the President or the Vice-President may from time to time assign, direct or determine

The Treasurer shall

- i. ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of ZHIA are kept;
- ii. ensure that all moneys, securities and other valuable effects to the credit of ZHIA are deposited in ZHIA's account or accounts;
- iii. ensure that all disbursements are made on behalf of ZHIA when directed by proper authority;
- iv. submit a financial report indicating the financial position of ZHIA at each regular meeting of the Council or when directed by the Council;
- v. submit an audited financial report to the Council and General Assembly of the financial operation of ZHIA; and
- vi. Perform such other duties as directed by the Council.

Section 4.2: Officer Vacancies

Except otherwise provided, the provisions contained in this section are limited by section 5.8 of this Constitution.

- (i) Should the Office of the President become vacant, it shall be filled by the Vice President, or, if the Vice President is unable, then the Secretary.
- (ii) In the event that the Vice - President and Secretary are not able to fill the vacancy, the Council from among its members shall decide on one member to fill the Office of the President until the next regular general election. At which time, the Council from among its members shall also fill any vacancies in the Offices of President-elect and/or Secretary and Treasurer until the next regular general election or appointment of officers.
- (iii) Should the Office of Vice President become vacant, it shall be filled by the Secretary, or, if the Secretary is unable to fill the vacancy, the Council from among its members shall decide on one member to fill the office of the Vice President until the next regular general election. At which time, the Council from among its members shall also fill any vacancy in the Office of Secretary until the next regular general election.
- (iv) Should the Office of Secretary become vacant, the Council from among its members shall fill any such vacancy until the next regular general election.

3. Part III: Governance and Financial Administration

3.1 Article 5 Governance

Section 5.1: Governance of ZHIA

The affairs of Association shall be governed by the **Council**. It shall supervise, control and direct all of its activities. The **Council** shall actively pursue the mission and goals of the Association and may adopt such rules and regulations for the conduct of its business as it may deem necessary within the powers granted unto it by this Constitution.

Section 5.2: The Power of the Council

- a. The Council may by resolution establish standing and special committees and appoint the chair and members of such committees.
- b. The Council may by resolution remove the chair or other members of committees from office.
- c. The Council may delegate to any committee or officer any or all powers, duties and authority of the Council, which may be lawfully delegated.
- d. The Council and the respective committees shall be accountable to the members.

Section 5.3: Duties and Responsibilities

Council members shall carry out duties as assigned by the Council which may include chairing a committee or acting as Council Liaison for a committee in accordance with the terms of reference for such committees and liaison persons established by the Council.

Section 5.4: Composition of the Council

- a. The Council shall consist of eight (8) members, which shall include the President, the Vice President, the Past President, the Secretary and the Treasurer. The other three (3) members shall be elected at a general assembly.
- b. The Immediate Past President of ZHIA shall be an ex-officio member of the Council with the right to attend and participate in all meetings of the Council but shall have no vote.
- c. Each Council member must be a member of the Association in good standing and if a member is no longer in good standing such a member would be considered disqualified and no longer a Council member. (See INTERPRETATIONS • for the meaning of good standing)
- d. The President and all members of the Council, other than ex officio members, shall serve a maximum of two terms. Each term constitutes three years.
- e. A member of the Council (other than an ex officio member) may at any time resign his office by letter addressed to the President of the Council
- f. The quorum of the Council shall be (5) five.
- g. In the intervals between meetings, the Council shall supervise, control and direct the

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- affairs and business of the Association subject to such directions, restrictions and limitations as may from time to time be given or imposed by the Council.
- h. Notice of each meeting shall be given at least seven (7) days in advance of the meeting if notice is given by telephone, email, facsimile or other electronic transmission, or at least fourteen (14) days in advance if notice is given by mail. Such notice shall set out or outline the business that is to be transacted at said meeting.
 - i. Failure of a member of the Council to receive notice of a meeting shall not invalidate any proceedings taken at the meeting.
 - j. Any or all members of the Council may participate by such conference telephone, electronic or other communication facilities as permit all persons participating to communicate adequately with each other. A Council member participating by such means is deemed to have consented to and be present at the meeting.

Section 5.5: Special and Emergency Meetings

- a. The Council shall ordinarily meet for the exercise of its functions at such times and places as the President may decide but shall meet at least once in every three months.
- b. The President may, and shall on the request in writing of not less than five members of the Council, call an extraordinary meeting of the Council at such time and place as he may determine.
- c. The President, if present, shall preside at every meeting of the Council and in his absence the members of the Council present shall appoint one of their number to preside at the meeting.
- d. Notice of each Council meeting shall be given at least seven (7) days in advance of the meeting if notice is given by telephone, email, facsimile or other electronic transmission or at least fourteen (14) days in advance if notice is given by mail. The Council at any time may waive notice of any meeting and may ratify any proceeding taken at a meeting. Failure of a Council member to receive the notice of the meeting shall not invalidate any proceeding taken at the meeting.
- e. The business to be transacted at such special, extraordinary or emergency meeting shall be stated in the notice thereof and no other business may be considered at that meeting.
- f. All questions proposed at a meeting of the Council shall be decided by a majority votes of the members present at any meeting and where the votes are equal, the President or the person presiding shall have a second or deciding vote.
- g. The quorum of the Council shall be (5) five.
- h. If a Council member declares a conflict of interest in a matter brought before the Council for deliberations, shall nonetheless be counted in determining a quorum. If the number of Council members present at a Council meeting fall below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.
- i. Where attendance by members of the Council in person or by teleconference or other electronic means is not possible, the President may call a vote on a motion by means of a detailed voting ballot, provided notice of the vote is given in advance of balloting within reasonable commercial time.
- j. The vote on the ballot can be counted only if the motion on the ballot is the same as that on the floor at the meeting and provided all pertinent background materials are

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- listed and distributed at the time of balloting. A mail ballot cannot replace a Council member for the purposes of establishing quorum, although a proxy can.
- k. The President may call an Internet meeting, provided:
 - (i) All notice requirements have been met;
 - (ii) All Council members have equal functional access to such a facility for effective interface;
 - (iii) The meeting is held by means of a secure area of the Association's Web site with minimal disruption in down-link, up-link relay; and
 - (iv) All votes are recorded and counted after polling those present.
 - l. The President may request the attendance of any person to act as adviser at any meeting of the Council and that person while so attending shall have all the powers of a member except that he is not to vote on any question and his presence at the meeting is not to count towards a quorum.
 - m. The Council may pay to members of the Council and to persons attending meetings of the Council such traveling and other allowances as may be approved by the Commissioner responsible for Finance.

Section 5.6: Council's Term

- a. The term for the immediate Past President as a Council member shall be for two (2) years.
- b. Except as set out herein, the Council members term shall be for three (3) years.
- c. The Council members shall retire in rotation as hereinafter provided but, subject to the provisions of this constitution, shall be eligible for re-election. At the Annual Meeting of the Members:
 - i. One half (1/2) of the Council members shall be elected for a term expiring at the fourth annual meeting after their election; and
 - ii. One half (1/2) of the council members (elected from members) shall be elected the second annual meeting after the election of the first half.

Section 5.7: Death or Resignation or Removal of a Council member

In the event of the death or resignation of a member before the completion of his term of office a new member shall, subject to section 4.8 subsection (C), be elected or (as the case may be) appointed to hold office for the remaining term of office.

A Council member may be removed before the expiration of his/her term by resolution of the members of the council if he or she has been absent from three (3) consecutive meetings of the Council without a reason deemed by the Council to be adequate.

No election or appointment shall be made under subsections (a) and (b) if the remaining term of office is one year or less.

The validity of any act or proceedings of the Council shall not be affected by any vacancy among, or any defect in the appointment or election of, any of the members of the Council.

Section 5.8: Council Vacancies

An office of a Council member shall be declared vacated where:

- a. A council member's resignation is accepted by the Council;
- b. A council member becomes of unsound mind;
- c. On the death of the Council member;
- d. The Council member is no longer a member; or
- e. The Council member is removed from the Council in accordance with Article 4, section 4. 8 subsection (b).

Section 5.9: Indemnification of Council members and Officers

All Council members and officers and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds; from and against;

- a. All costs, charges and expenses whatsoever which the council members or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices on behalf of the Association or a corporation controlled by the Association; and
- b. All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.
- c. Except as otherwise provided in the constitution, no council member or officer for the time of their position as a council member or officer of ZHIA shall be liable for the acts, receipts, neglects or defaults of any other Council members or officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of it. This protection includes:
 - (i) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful neglect or default.
 - (ii) The Council members for the time being shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association otherwise than as a Council members or officer
 - (iii) If a Council member has an interest in a person who is employed by

or performs services for the Association, the fact of his being a Council member or officer shall not disentitle such Council member or officer or such person, as the case may be, from receiving proper remuneration for such services.

Section 5.10: Conflict of Interest of Council Members

- a. In supplement of and not by way of limitation upon any rights conferred upon Council members by the constitution, it is declared that no council member shall be disqualified by his office from, or vacate his office by reason of, holding any office or place of profit under ZHIA;
- b. Or, by reason of being otherwise in any way directly or indirectly interested or contracting with ZHIA either as vendor, purchaser or otherwise and, subject to the provisions of the Constitution,
- c. No contract or arrangement entered into by or on behalf of ZHIA in which any Council member shall be in any way directly or indirectly interested shall be avoided or voidable; and
- d. No Council member shall be liable to account to ZHIA or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.
- e. A Council member who is in any way directly or indirectly interested in a contract or proposed contract with ZHIA shall make full disclosure of the extent of his interests to the Council in writing and the Council shall vote to allow or disallow his participation or involvement in the said project, activity or contract as required by this constitution. Except as provided by the constitution, no such Council member shall vote on any resolution to approve any such contract, activity or project in which he has an interest.

Section 5.11: Establishment of Sub-committees

- (i) There shall be established committees of the Council to be known respectively as the Finance Committee, the Penal Cases Committee and the Disciplinary Committee.
- (ii) The Council may from time to time set up any other Committee it deems necessary.
- (iii) The Council may set the remuneration for committee membership.

4. Part IV: Finances of the Council

4.1 Article 6 Funds of the Council

The fiscal year of ZHIA shall be from January to December each year.

Section 6.1: The funds of the Council shall include:-

- a. Any grants received from the Government by the Council for the discharge of its functions, such grants being charged upon the Consolidated Fund;
 - b. Any moneys accruing to the Council in the discharge of its functions including fees paid by members on registration; and
 - c. Any gifts.
2. All moneys received by or on behalf of the Council shall be deposited to the credit of the Council at a bank approved by the Council

Section 6.2: Audit

- a. The Council shall keep proper books of account and proper records relating thereto and the account books and records of the Council shall be in such form as the Auditor may approve.
- b. The books and accounts of the Council shall each year be audited by the Auditor, who shall at all times be entitled to have access to all books, records, stores, and other matters relating to such accounts, and who shall in his report draw attention to irregularities in the accounts audited by him.
- c. The Council shall pay in respect of such audit such fee, if any, as the Auditor and the Council may agree or in the case of failure to agree, such fee as it prevails in the industry.
- d. It shall be the duty of the Council, as soon as practicable upon receipt of the audited report to forward a copy to members of the Council and any other body required by law to receive a copy.

Section 6.3: Finance Committee

The Finance Committee established under section 6.2 shall:-

- a. Advise the Council with respect to the appointment, remuneration and the terms and conditions of service of persons employed by the Council; and
- b. Discharge such other functions relating to the financial affairs of the Council as the Council may assign to it.

Section 6.4: Banking

ZHIA shall operate a bank account with any reputable bank or banks in Zambia. All cheques or other payment items issued or endorsed in the name of ZHIA, shall be signed

by President and Treasurer of ZHIA.

5. Part V: General Membership Types

ARTICLE 7 - MEMBERSHIP

Section 7.1: Definition

Membership shall constitute Health Informatics Professionals, Health Informatics Students and other members herein referred to as Affiliate Members:

- a. **Professional members**- Health informatics professionals.
- b. **Students Members**- Students that are enrolled in an accredited academic institution and are pursuing health informatics program.
- c. **Honorary Members**- Any person designated by the executive committee in recognition of a significant contribution towards the association or its objectives.
- d. **Organizational Members** - An incorporated association, society, institution, organization or companies, whose objectives are similar to those of ZHIA
- e. **Associate Members**- An individual who is a member of an organization and is approved by the leadership of ZHIA.

Section 7.2: Qualification for Professional Membership

- (i) ZHIA requires as basic qualification the following:
 1. First degree in Health Informatics or any related field approved by Council
 2. In lieu of first degree, field experience of not less than 10 years
 3. Or any other requirements recommended by the Council
- (ii) Requirements for Fellowship as decided by the Council

Section 7.3: Application

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1. Subject to any other provision of this Constitution, every person who:
 - a. shows to the satisfaction of the Council or designated Committee that he holds a primary qualification ,
 - b. he is of good character,
 - c. he is by law entitled to practice Health Informatics as a profession irrespective of where he obtained his qualification, provided he is duly qualified; and
 - d. Satisfies the requirements of this Constitution as to experience; and;
 - e. Intends to practice permanently in Zambia;shall upon payment of the fee payable on registration, be entitled to be registered as a Health Informatics Member

 2. The Council members may adopt rules and procedures for membership application and renewal as well as other administrative rules. The Secretary on behalf of the Association shall accept applications for membership. Applications forms shall be sold at a minimal cost as approved by the Council. Membership is effective on the date payment is made after approval has been duly communicated.

Section 7.4: Rejection of an application for membership

- b. The Council may reject an application for membership in its absolute discretion.
- c. The Council is not under any obligation to offer any explanation for a rejected application.
- d. Any processing fees paid by the applicant shall not be returned upon the Council's decision to reject an application.

Section 7.5: Rights of Members

- a. A Professional Member by this Constitution has the right to vote in any poll or election, be an elected Member and/or officer of a Branch Association or of the Council.
- b. A Student Member may be co-opted into the Council. Such a co-opted member shall have no voting rights in the Executive Committee or in the Council.
- c. An Affiliate member has no voting rights and cannot hold any office, but may volunteer services to assist an official holder.
- d. Membership subscription shall be paid in full immediately. However, if the whole or any portion shall remain unpaid beyond 3 months, it shall be augmented by a 10% penalty points on each subsequent month that fee remains unpaid. Without exception a Member cannot exercise any rights specified by this Constitution (including the right to vote at any meeting or in any election or to be nominated for election as a Member of the Council or Branch Association or be an Office Bearer) while any portion of subscription fees remains unpaid.
- e. Where membership dues and other fee commitment remain unpaid beyond three (3) months, that member is no longer considered a member in good standing.

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- f. A lapsed membership is automatically revoked if such a member pays in full all outstanding amounts.

6. Part VI: Disciplinary Provisions

6.1 Article 8

Section 8.1: Functions of the Penal Committee

It shall be the duty of the Penal Cases Committee established under section _ of this Constitution to decide whether any disciplinary case referred to it, that is to say, any case in which:

- a. A member has been convicted in Zambia or elsewhere of an offence, or
- b. An allegation of misconduct in a professional respect is made against the member,

Ought to be referred to the Penal Committee to be dealt with in accordance with section _

- 2. It shall be the duty of the Penal Committee to hold an inquiry into any disciplinary case referred to it under this Constitution.
- 3. The Penal Committee, if satisfied on the facts that a disciplinary case has been made out against a member, may if it thinks fit determine that any of the following disciplinary measures be applied to him, that is to say:
 - a. reprimand the member; or
 - b. suspend the member from the Association for such a period as the Committee may think fit; or
 - c. suspend or postpone the giving of the aforesaid direction as the Committee may think fit, and make any order as to cost.

Section 8: 2 Proceedings of the Disciplinary Committee

- 1. The functions of the Penal Committee under section 7.1 shall be exercised in accordance with the following provisions:
 - a. No disciplinary measures shall be applied to any person under this section except in consequence of an inquiry held in accordance with the provisions of this Part into a charge or charges formulated in a Notice of Inquiry sent in accordance with the said provisions to the person against whom the charge or charges is or are made.
 - b. Before the formulation of any such charge, the matter out of which it arises must have been considered by the Penal Committee and referred by it to the Disciplinary Committee for inquiry.

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2. (a) Where a complaint, or information, in writing is received by the Chairman of the Penal Committee, the Secretary shall submit the matter to the Chairman of the Disciplinary Committee if it appears to the Secretary-
 - (i) in a case relating to conviction for an offence, that the conviction is for an offence which is not excepted by the Penal Committee from the application of disciplinary measures under this Constitution;
 - (ii) in a case relating to conduct, that-
 - a. A question arises as to whether the conduct alleged constitutes infamous conduct in a professional respect, and
 - b. The complaint or information has been received from a public officer or a member of the Council or, if not received from any such person, has been received from a person who has submitted to the Chairman of the Disciplinary Committee a statutory declaration containing the matters specified in paragraph (4).
 3. The statutory declaration mentioned in paragraph (2) shall contain the complainant's name and address and such other particulars as the Chairman of the Disciplinary Committee may require and the declarant shall state in the statutory declaration the grounds for his belief in the truth of any fact stated in the complaint or information for which he cannot vouch personally.
 4. In a case relating to conduct the Chairman of the Disciplinary Committee unless it appears to him that the matter need not proceed further, shall direct the Secretary to write to the member-
 - a. notifying him of the receipt of the complaint or information, and indicating the matters which appear to raise a question whether the member has committed conduct infamous in a professional respect,
 - b. informing the member of the date of the next meeting of the Penal Committee
 - c. inviting the member to submit to the Council any explanation which he may have to offer.
 5.
 1. Where a disciplinary case has been referred to the Penal Cases Committee, that Committee having regard to any explanation furnished as aforesaid, consider the case and, subject to the provisions of this rule, determine either:-
 - a. that no inquiry shall be held in the case by the Disciplinary Committee, or
 - b. that the matter in question shall, in whole or in part, be referred to the Disciplinary Committee for inquiry either at the next meeting of that Committee or at such future meeting as the Penal Cases Committee or the Chairman of the Committee may determine.
 2. Where the Penal Cases Committee determines that no inquiry shall be held in a case relating to conduct, the Secretary shall inform the complainant, if any, and the member of the decision of the Committee in such terms respectively as the Penal Cases Committee may direct.
 3. Before coming to a determination the Committee may if it thinks fit cause

to be made such further investigations, or obtain such advice or assistance from the Solicitor as it may consider requisite

Section 8.3: Expulsion or Suspension

The Council may only expel or suspend a member in compliance with Articles 7 and 8 provisions. The Disciplinary Committee may only expel or suspend a Member if:

- a. The Council finds that the Member:
 - (i) Has been guilty of unethical conduct, professional misconduct or any act/practice or conduct, which in the opinion of the Council will bring discredit to the Association or a reasonable person would consider infamous.
 - (ii) A member shall be considered to have committed an infamous conduct if he goes counter to any of the listed activities as in Schedule #1 as approved by the Council.

- b. To endorse or ratify an expulsion a quorum of the Council is imperative.

Section 8.4: Notice of Expulsion or Suspension

If the Council, in consonance with Articles 7 and 8 resolves to expel or suspend a Member, the Secretary will, within fourteen (14) days of the resolution, give or cause to be given to the Member, a notice in writing:

- a. setting out the resolution, the grounds for the resolution and a statement of the facts relating to the grounds on which the resolution was based; and
- b. Any member expelled or suspended under this section has a right of appeal to the council. Member has been suspended or expelled under Article 7 and 8, stating that the Member may appeal to the Council.

Section 8.5: Withdrawal

Any member wishing to withdraw his/her membership in ZHIA may do so upon notice in writing to ZHIA Council. Membership fees will not be refunded in whole or in part, nor is a credit carried forward for subsequent years. Any member who has failed to pay membership fees as required will be considered as not in good standing for membership.

7. Part VII: DISCIPLINARY COMMITTEE (PROCEDURE) RULES:

PROCEEDINGS IN DISCIPLINARY CASES

9. Submission of complaints or information: formation of charges

The function of the disciplinary committee under Part VI, Section 7 and 8 of this Constitution shall be exercised in accordance with the following provisions:

- (a) No disciplinary measure shall be applied to any person under section 7 and 8 of this Constitution except in consequence of an inquiry held in accordance with the provision of this Part of these Rules into a charge or charges formulated in a Notice of Inquiry sent in accordance with the said provision to the person against whom the charge or charges is or are made.
- (b) Before the formulation of any such charge, the matter out of which it arises must have been considered by the Penal Cases Committee and referred by it to the Disciplinary for inquiry.

(1) Where a complaint, or information, in writing is received by the Secretary from any person, the Secretary shall submit the matter to the chairman of the Disciplinary Committee if it appears to the Secretary.

- (a) In a case relating to conviction for an offence, that the conviction is for an offence which is not excepted by the Penal Cases Committee from the application if disciplinary measures under this Constitution;
- (b) In a case relating to conduct, that-
 - (i) A question arises as to whether the conduct alleged constitutes infamous conduct in professional respect and-
 - (ii) The complaint or information has been received from a public officer or a member of the Council or, if not received from any such person, has been received from a person who has submitted to the Chairman of the Disciplinary committee a statutory declaration containing the matter specified in paragraph(3)

(2). The statutory declaration mentioned in paragraph (1) shall contain the complainant's name and address and such other particulars as the Chairman of the Disciplinary Committee may require and the declarant shall state in the statutory declaration the grounds for his belief in the trust of any fact stated in the complaint or information for which he cannot vouch personally.

(3) in a case relating to conduct the Chairman of the Disciplinary Committee unless it appears to him that the matter need not proceed further, shall direct the Secretary to write to the Member-

(a) Notifying him of the receipt of the complaint or information, and indicating the matter which appears to raise a question whether the Member has committed conduct infamous in a professional respect,

(b) Informing the Member of the date of the next meeting of the Penal Cases Committee and

(c) Inviting the Member to submit to the Council any explanation which he may have to offer.

(4) Subject to the foregoing provisions of this rule, the Chairman of the Disciplinary Committee may direct the Secretary to refer the cases to the Penal Cases Committee together with any explanation furnished under paragraph (3)

(1) where a disciplinary case has been referred to the Penal Cases Committee, that Committee shall, having regard to any explanation furnished as aforesaid, consider the case and, subject to the provisions of the rule, determine either-

(a) That no inquiry shall be held in the case by the Disciplinary Committee, or

(b) That the matter in question shall, in whole or in part, be referred to the Disciplinary Committee for inquiry either at the next meeting of that Committee or at such future meeting of the Penal Cases Committee or the Chairman of the Disciplinary Committee may determine.

(2) Where the Penal Cases Committee determines that no inquiry shall be held in a case relating to conduct, the secretary shall inform the complainant (if any) and the Member of the decision of the Committee in such term respectively as the Penal Cases Committee may direct.

(3) Before coming to a determination the Committee may if it thinks fit cause to be made such further investigation, or obtain such advice or assistance from the Solicitor as it may consider requisite

(4) where the Penal Cases Committee is of opinion that such further investigation as aforesaid are desirable, or where at the time when the Penal Cases Committee is consider a case relating to conduct no explanation has yet been received from the Member, the Penal Cases Committee may if it thinks fit made a provisional

determination that the matter in question shall in whole or in part be referred to the Disciplinary Committee as mentioned in paragraph (1) (b) and where it makes such a determination.

(a) the Chairman of the Penal Cases Committee may after causing those members of the Penal Cases Committee who made such determination to be informed of the result of the further investigation or to be supplied with copies of any explanation subsequently furnished by the Member, and after consultation with such member of that Committee, and in accordance with the opinions of those members or of the majority of them, direct either that no inquiry shall be held or that the matter shall be referred as aforesaid;

(b) if the Chairman of the Penal Case Committee directs that no inquiry shall be held, the Secretary shall notify the member of the Penal Cases Committee, and in a case relating to conduct shall inform the complainant (if any) and the Member in such term respectively as the Chairman of the Penal Cases Committee may direct.

notwithstanding anything in the foregoing rules, where in a case relating to conviction the Chairman of the penal Cases Committee or the Penal Cases Committee has determined no inquiry shall be held, and the Council subsequently received information or a complaint as to another conviction or as to the conduct of the same Member, the Chairman may direct that the former information or complaint shall be dealt with under the foregoing rules together with the subsequent information or complaint as no such determination has been made in respect thereof.

(1) as soon as may be after a case been referred to the Disciplinary Committee under the foregoing rules for inquiry, the Solicitor shall send to the Member, a "Notice of Inquiry" which shall-

(a) Specify, in the form of a charge or charges, the matter into which the inquiry is to be held, and

(b) State the day, time and place at which the inquiry is proposed to be held.

(2) Except with the agreement of the Member, the inquiry shall not be fixed for any date earlier than twenty-eight days after the date of the Notice of Inquiry.

(3) A Notice of Inquiry shall be in the form set out in the Appendix to this Schedule with such variation as circumstances may require.

(4) a Notice of Inquiry shall be delivered to the Member or sent to him by post in a registered letter addressed to him at his address on the register and/or any other address if it appears to the Solicitor that a letter so addresses is more likely to reach him

(5) There shall be sent with any Notice of Inquiry a copy of these Rules.

(6) In any case where there is a complainant, a copy of the Notice of Inquiry shall be sent to him.

9.6 Access to Document

(1) the Solicitor shall on the request of any party to an inquiry and the payment of the proper charges therefore send to him copies of any explanation, answer, admission or other statement or communication sent to the Council by a party to the inquiry:

Provided that nothing in this rule shall compel the Solicitor to produce copies of any written advice sent by himself to the Council which would be privileged from discovery in any legal proceeding to which the Council were a party.

(2) Any party to any inquiry may at any time give to any other party notice to produce any document alleged to be in the possession of that party.

9.7 Postponement or Cancellation of Inquiry

(1) The Chairman of the Disciplinary Committee may if he thinks fit postpone the holding of an inquiry to such later date or such later meeting of the Disciplinary Committee as it may determine.

(2) Where the holding of an inquiry is postponed-

(a) The Solicitor shall as soon as may be given notice of the postponement to every other party;

(b) Where the postponement is to a later meeting of the Committee, then on the determination of the date which the inquiry is to be held the Solicitor shall give notice of that date to every other party.

(1) where, after a complainant or information has been referred to this Disciplinary Committee for inquiry, it appears to the Chairman of the Disciplinary Committee that the inquiry should not be held, he may if he thinks it fit, after consulting with the members of the Penal cases Committee and in accordance with the opinion of those or of the majority of them, direct that the inquiry shall not be held; and where the Chairman so direct and at the time of the direction no Notice of Inquiry has been sent rule 5 shall not have effect:

Provided that in any case where there is a complainant the Chairman shall not direct that an inquiry shall not be held except after communicating or endeavoring to communicate with the complainant:

(2) as soon as may be after the giving of any such direction the Solicitor shall give

notice thereof to the complainant (if any) and to the Member

9.9 Amendment of the Notice of Inquiry or Charge

(1) where before the hearing it appears to the Chairman of the Disciplinary Committee, or at any stage of the hearing it appears to Disciplinary Committee, that a Notice of Inquiry or charge is defective, the Chairman or Committee, as the case may be, shall give such direction for the amendment of the Notice of Inquiry or charge as the Chairman of the Committee may think necessary to meet the circumstance of the case, unless, having regard to the merit o the case, the required amendment cannot be made without injustice.

(2) where in the opinion of the Chairman of the Disciplinary Committee or the Disciplinary Committee it is expedient, in consequence of the exercise by the Chairman or the Committee of the power conferred by paragraph (1), that the inquiry should be postpone or adjourned, the Chairman or the Committee shall give such direction in that behalf as appear necessary.

(3) the Solicitor shall as soon as may give notice in written to the complainant (if any) and to the Member of any exercise by the Chairman of this power under either paragraph (1) or (2).

9.10 Opening of Inquiry

(1) where the Member does not appear the Chairman of the Disciplinary Committee shall call upon the Solicitor to satisfy the Committee that the Notice of Inquiry has been received by the Member, if it does not appear that it has been of received, the Committee may nevertheless proceed with the inquiry, if it thinks fit, on being satisfied that all reasonable effort have been made to serve the Notice of Inquiry on the Member.

(2) (a) if the Member appear or in a case where he does not appear, the Disciplinary Committee proceeds with the inquiry, the charge or charges shall first be read to the Committee

(b) After the reading of the charge or charges the Member may, if he so desires, object to the charge or any part of it in point of law, and upon any such objection any other party may reply thereto.

(c) if any such objection is upheld, no further proceedings shall be taken by the Committee in relation to the charge, or that part of the charge, to which the objection relates.

9.11 Proof of Conviction

(1) in cases relating to conviction the following order of proceeding shall be observed as proof of

conviction alleged in the charge or charges-

- (a) The complainant, or if no complainant appears, the Solicitor shall adduce evidence of the conviction or such of them as he is prepared to prove.
- (b) If as rejects any conviction no evidence is so adduced, the Chairman of the Disciplinary Committee shall thereupon announce that the conviction has not been proved.
- (c) If the Member appears, then as respect each conviction of which evidence is adduced the Chairman shall ask the Member whether he admit the conviction; and thereupon announce that the conviction has not been proved.
- (d) If, where the Member appears, he does not admit all the conviction, he may adduce evidence, as respects any conviction which he had not admitted, on the question whether he was convicted as alleged, and may address the Committee on that question: provided that only one address may be made under the sub-paragraph and, where the Member adduces evidence, that address shall be made either before that evidence is begun or after it is concluded.
- (e) Where evidence is adduced under the sub-paragraph (d), the complainant, or where no complainant appears, the solicitor may adduce evidence to rebut such evidence, and if he does so the Member may again address the Committee.

(2) on the conclusion of the proceeding under paragraph (1), the Committee shall consider every conviction alleged in the charge or charges, other than any conviction which has been admitted by the Member or as which it has been announce that the conviction has not been proved, and shall determine whether it has been proved; and the Chairman of the Disciplinary Committee shall announce their determination in such term as the Committee may approve.

9.12 Further proceedings on proof of Conviction

Where the Disciplinary Committee has found that a conviction has been proved, the following shall be the procedure:-

- (a) The Chairman of the Disciplinary Committee shall invite the complainant or the Solicitor, as the case may be, to address the Committee, and to adduce evidence, as to the circumstance leading up to the conviction and as the character and antecedents of the Member.
- (b) The Chairman shall invite the Member, if he appears, to address the Committee by way of mitigation and to adduce evidence as aforesaid.

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- (c) The Committee shall next consider and determine whether it should postpone the judgment.
 - (d) If the Committee determines to postpone judgment, the judgment of the Committee shall stand postponed until such future meeting of the Committee as the Committee may determine; and the Chairman of the Disciplinary Committee shall announce the Committee's determination in such terms as the Committee may approve.
 - (e) If the Committee determines not to postpone judgment, it shall further consider and determine whether, by reason of the conviction or convictions proved against the Member, the Committee should direct the removal of his name from the register or the application to him of any other disciplinary measures specified in sections 7 and 8 of the Constitution and the Chairman of the Disciplinary Committee shall announce the Committee's determination in such terms as the Committee may approve.

9.13 Proof of Charges relating to conduct

(1) in case relating to conduct where the Member appears the following order of proceeding shall be observed as respects proof of the charge or charges-

- (a) If the complainant appears, he shall open the case against the Member. Subject to any directions given by the Chairman of the Disciplinary Committee or the Committee, if no complainant appears, the Solicitor shall present the fact on which complaint or information is based.
- (b) Subject to the provision of sub-paragraph (a), the complainant or the Solicitor, as the case may be, shall adduce evidence of the fact alleged in the charge or charges, or of such those fact as he is prepared to prove.
- (c) If as respects any charge no evidence is adduced, the Committee shall record and the Chairman shall announce a finding that the Member is not guilty of infamous conduct in a professional respect in relation to the matter to which that charge is relates.
- (d) At the close of the case against him the Member may, if he so desires, make either or the following submission as respects any charges to which evidence has been adduced namely-
 - (i) That no sufficient evidence has been adduced upon which the Committee could find that the fact alleged in the case has been proved;
 - (ii) That the facts alleged in the charge are not such as to constitute infamous conduct in a professional respect; and where a submission is made any other party may reply thereto.

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- (e) If the submission made under sub-paragraph (d), the Committee shall consider and determine whether the submission should be upheld; if the Committee determine to uphold such a submission as respects any charge, the Committee shall record, and the Chairman shall announce, a finding that the Member is not guilty of infamous conduct in a professional respect in relation to the matter to which that charge relates.
 - (f) As respects any charge as to which evidence has been adduced, the Member may adduce evidence in answer to the charge and, whether he adduces evidence or not, may address the Committee. Only one address may be made under the sub-paragraph, and where the Member adduces evidence, shall be made either before that evidence is begun or after it is concluded.
 - (g) At the close of the case for the Member, the complainant or the Solicitor, as the case may be, may, with the leave of the Committee, adduce evidence to rebut any evidence by the Member; and if he does so, the Member may again address the Committee.
 - (h) The complainant or the Solicitor, as the case may be, may address the Committee by the way of reply to the Member's case-
 - (i) If oral evidence (not been evidence by the character) other than that of the Member himself has been given on the Member's behalf; or
 - (iii) With the leave of the Committee, where no such evidence has been given.
- (2) where in a case relating to conduct the Member does not appear, but the Committee has decide to proceed with the inquiry, sub-paragraph(a) to (c) of paragraph (1) shall apply but the rest of that paragraph shall not apply.
- (3) (a) on the conclusion of the proceeding under either paragraph (1) or (2), the Disciplinary Committee shall consider and determine as respect each charge which remains outstanding which, if any, of the fact alleged in the charge have been proved to the Committee's satisfaction.
- (b) if under the sub-paragraph (a) the Committee determines, as respects any charge, either that none of the fact alleged in the charge has been proved to the Committee satisfaction, or that such fact as have been so proved would be insufficient to support a finding of infamous conduct in any professional respect, the Committee shall record a finding that the Member is not guilty of such conduct in respect of the matter to which that charge relates, and the Chairman shall announce the finding of the Committee.

9.14 Further Proceeding on proof of charges relating to conduct

- (1) if under rule 13 (3) the Disciplinary Committee has determined, as respects any charge, that

the fact, or some of the fact alleged in the charge have been proved to the Committee's satisfaction, and the Committee has not on those fact recorded a finding of not guilty, the Chairman of the Disciplinary Committee shall invite the complainant or the Solicitor, as the case may be, to address the Committee and to adduce evidence as to the circumstance leading to the fact in question, and as to the character and antecedent of the Member

(2) the Chairman shall then invite the Member, if he appears, to address the Committee by way of mitigation and to adduce evidence as aforesaid.

(3) (a) the Chairman shall then consider and determine whether to postpone its findings upon the facts proved as aforesaid, and if the Committee determines to do so its finding shall stand postpone to such further meeting of the Committee as it shall decide; and the chairman of the Disciplinary Committee shall announce its determination as such term as the Committee may approve.

(b) if the Committee determines not to postpone its findings, it shall consider and determine whether in relation to the facts proved as aforesaid the Committee finds the practitioner to have been guilty of infamous conduct in professional respect; and if the Committee determines that he has not been so guilty, it shall record it finding to such effect, and the Chairman shall announce the finding in such terms as the Committee may approve.

(c) if the Committee determine that the practitioner has been guilty of infamous conduct in a professional respect, it shall further consider and determine whether the committee shall direct the removal of the practitioner name's from the register or the application to him of any other disciplinary measures to specified in sections 7 and 8 of this Constitution and the Chairman shall announce the Committee's determination in such terms as the Committee may approve.

(d) notwithstanding anything in the sub-paragraph (a), (b) and (c) if the Committee thinks fit in any case, the following provisions set out in those sub-paragraphs-

(i) The Committee shall first consider and determine whether in relation to the fact proves as aforesaid in the Committee finds the practitioner to have been guilty of infamous conduct in a professional respect.

(ii) If it determines that he has not been guilty of such conduct, it shall record a finding to that effect, and the Chairman shall announce the finding in such terns as the Committee may approve.

(iii) if the Committee determines that he has been guilty of such conduct in relation to the fact proved as aforesaid, it shall next consider and determine whether to postpone its judgment, and if it determines to do so its judgment shall stand postponed to such further meeting of the Committee as it shall decide, as the Chairman shall announce the Committee's determination in such terms as the Committee may approve.

(4). If the Committee determines not to postpone its judgment, it shall forthwith consider and determine whether the Committee should direct the removal of the practitioner name's from the register or the application to him of any other disciplinary measures specified in sections 7 and 8

of this Constitution, and the Chairman shall announce the Committee's determination in such term as the Committee may approve.

Cases relating both to conviction and conduct

Where, in the case of inquiry, it is alleged against the practitioner both that he has been convicted and that he has been guilty of infamous conduct in a professional respect, the following shall be the procedure

- (a) The Committee shall first proceed with every charge that the practitioner has been convicted until it has completed the proceeding required by rule 11.
- (b) The Committee shall then proceed with every charge that the practitioner has been guilty of such conduct as aforesaid until it has completed the proceeding required by rule 13
- (c) The Committee shall then take any proceedings, required by 12 or by 14, as the case may be, or if in the circumstance of the case proceedings are required by those rules, the Committee shall take the proceedings under both sets concurrently.

Procedure after judgment or finding postponed

(1) where under any of the foregoing provisions of these Rules the judgment or finding of the Disciplinary Committee in any case stands postponed, the following procedure:-

- (a) The Solicitor shall, not later than six weeks before the day fixed for the resumption of the proceeding, send to the practitioner a notice, which shall
 - (i) Specify the day, time and place at which the proceedings are to be resumed and invite him to appear there at;
 - (ii) unless the Committee has otherwise directed or the Chairman of the Disciplinary Committee otherwise directs, invite the practitioner to furnish the Registrar with the names and addresses of professional colleagues and other persons of standing to whom the Council will be able to apply for information as to their knowledge of his character or habits and his conduct since the time of the original inquiry; and
 - (iii) Invite the practitioner to send to the Solicitor any statement, whether made by the practitioner or not, relating to his conduct since the hearing of his case or setting out any material facts which have arisen since that hearing.

- (b) The said notice shall be send to the practitioner by post in a registered letter

addressed to him at his address on the register or at his last known address, if that address differs from the his address on the register and it appears to the Solicitor that such service will be more effective

- (c) A copy of the notice and of any statement sent in accordance with the provision of paragraph (1) (a) (iii) of this rule shall be sent to the complainant, if any, if he is a party to the proceedings before the Committee, and he may in turn, if he so desires, send to the Solicitor a statement whether made by him or not, concerning any matter raised by the practitioner.

(2) Subject to paragraph (3), at the meeting at which the proceedings are resumed the Chairman of the Disciplinary Committee shall first invite the Solicitor to recall, for the information of the Committee, the position in which the case stands, and the Committee may-

(a) Hear any other party to the proceeding,

(b) Receive such further oral or documentary evidence in relation to the case or to the conduct of the practitioner since the hearing,

As the Committee thinks fit; and nothing herein contained shall construed as preventing the receipt by the Committee of evidence as to any conviction, not being a conviction which is subject of a charge before the Committee

(3)if, since the original hearing, a new charge against the practitioner has been duly referred to the Committee, the Committee shall first proceed with that charge so far as is provided by rule 11 or 13, as the case may be.

(4) In a case relating to conviction, the Committee shall next consider and determine whether it should further postpone its judgment; and thereafter the provision of paragraph (c), (d) and (e) of the rule 12 shall apply

(5) in a case of conduct, the Committee shall next consider and determine whether it should further postpone its findings or judgment which stands postponed; and thereafter the relevant provisions of rule 14 (2) shall apply

(6) In a case of both conviction and conduct, the Committee shall take concurrently the proceedings required under paragraph (4) and (5).

(7) In a case where new charges are before the Committee, the Committee shall take concurrent the proceedings required under rule 12 or 14, as the case may be, and the proceedings required under one or more of the foregoing paragraph (4) to (6) of the Rule

The provision of rule 16 shall apply to the proceedings in any case in which judgment or finding of the Committee stands further postponed.

Subject to any other provisions of this Constitution, the validity of any resumed proceedings

shall not be called into question by reason only that members of the Committee who were present at the former meeting were not present at the resumed meeting; or that members present at the meeting were not present at the former meeting.

9.18 Inquiries into charges against two or more practitioners

Nothing in these Rule shall be construed as preventing one inquiry being held into against two or more practitioners; and where such an inquiry is held the foregoing Rules shall apply with the necessary adaptations and subject to any direction given by the Disciplinary Committee as to the order in which proceeding shall be taken under any of those Rules by or in relation to the several practitioners.

9.19 APPLICATIONS FOR RESTORATION

Where under section 7 and 8 of this Constitution a person applies for the restoration of his name to the register the following provision shall have effect-

- (a) At the hearing of the application, the Chairman of the Disciplinary Committee shall invite the Solicitor to recall the circumstance in which the applicant's name was removed from the register, and, if he so desires, to address the Committee and to adduce evidence as to the conduct of the practitioner since that time.
- (b) The Chairman shall next invite the applicant to address the Committee, and if he so desires, to adduce evidence as to his conduct since his name was removed from the register.
- (c) The Committee may, if it thinks fit, receive observations on the application from the University or body which granted the qualification by virtue of which the applicant was originally registered.
- (d) The Committee may, if it thinks fit, afford an opportunity of being heard on the application to any person on whose complaint's name was removed from the register.
- (e) Subject to the foregoing provisions of the rule, the procedure of the Committee in connection with such application shall be such as it may determine.

8. Part VIII: DUES, FEES, NOMINATIONS AND ELECTION OF COUNCIL MEMBERS

ARTICLE 10: The Council members shall fix membership fees, the period for which the fees apply and the date when fees are due and payable.

10.1: Electoral Committee

- a. The Council shall appoint a three member Electoral Committee at the beginning of an election period and disbanded at the end of such period.
- b. Not less than ninety (90) days prior to the Annual General Meeting of the Members, Electoral Committee shall make a call for nominations to all voting members of ZHIA.
- c. Individuals aspiring for executive council position must complete a paid for nomination form prescribed by the Electoral Committee and signed by at least two other voting members of ZHIA.
- d. The cost of the nominations forms should not be less than 50% of the annual member subscription.
- e. All nominations shall be submitted at least sixty (30) days prior to the Annual Membersâ€™ Meeting.
- f. A member in good standing of ZHIA, in compliance with Article 5.1 (a), is eligible to be elected as a Council member.

Section 10.2: Affirmation

In the event that a single nomination is received for a particular position, the nominee shall be declared elected by simple affirmation.

Section 10.3: Election Procedures

- a. Where the nominations necessitate voting, ZHIA shall, no less than thirty (30) days prior to the Annual Membership Meeting, mail ballots to members who are eligible to vote. The ballot shall clearly identify, in alphabetical order, the names of candidates for available positions and shall set out the number of council members to be elected for the available positions.
- b. Each member who is eligible to vote shall have one (1) vote for each position.
- c. The results of the election or affirmation shall be announced at the Annual General Meeting.
- d. Elected Council Members shall assume office at the first Executive Council meeting

Section 10.4: Duties and Responsibilities

The duties of the Officers shall be follows:

1. The President:

- i. Shall be the chief executive officer of ZHIA;
- ii. preside at all meetings of the ZHIA Council and the Executive Committee;
- iii. be in charge of the general management of ZHIA;
- iv. see that all resolutions of the Council and the Executive Committee are carried out; and
- v. perform such other duties as the Council may determine.

b. The Vice President:

- i. Shall perform the duties of the President, in the absence or disability of the President;
- ii. generally assist the President; and
- iii. perform such other duties as the Council may determine.

c. The Secretary shall:

- i. give notice of all meetings of ZHIA and shall ensure that appropriate records are kept of such meetings;

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- ii. ensure that all minute books, documents and registers of ZHIA required to be kept are maintained in accordance with standard practices;

The Treasurer:

- i. Shall ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of ZHIA are kept;
- ii. ensure that all moneys, securities and other valuable effects to the credit of ZHIA are deposited in ZHIA's account;
- iii. ensure that all disbursements are made on behalf of ZHIA when directed by proper authority;
- iv. submit a financial report indicating the financial position of ZHIA at each regular meeting of the Council or when directed by the Council;
- v. submit an audited financial report to the Executive Committee, Council and General Assembly of the financial operation of ZHIA; and
- vi. perform such other duties as directed by the Council.

Section 10.5: Officer Vacancies

Should the Office of the President become vacant, it shall be filled by the Vice President, or, if the Vice President is unable, then the Secretary. In the event that the Vice - President and Secretary are not able to fill the vacancy, the Council from among its members shall decide on one member to fill the Office of the President until the next regular general election. At which time, the Council from among its members shall also fill any vacancies in the Offices of President-elect and/or Secretary and Treasurer until the next regular general election or appointment of officers.

Should the Office of Vice President become vacant, it shall be filled by the Secretary, or, if the Secretary is unable to fill the vacancy, the Council from among its members shall decide on one member to fill the office of the Vice President until the next regular general election. At which time, the Council from among its members shall also fill any vacancy in the Office of Secretary until the next regular general election.

Should the Office of Secretary become vacant, the Council from among its members shall fill any such vacancy until the next regular general election.

8.1 ARTICLE 11 HEAD OFFICE

The Head Office of ZHIA shall be located in a place approved by the Council.

8.2 ARTICLE 12 MEMBER MEETINGS

Section 12.1: Annual General Meeting

The Annual General Meeting of the Members shall be held each year at such time and place as may be designated by the Council members. The meeting shall be held at the end of the fiscal year.

Section 12.2: Special General Meetings

Special general meetings of ZHIA may be held upon the call of the Council members at such times and places as it may designate. The President shall call a special general meeting upon the written and/or electronic request of at least twenty-five percent (25%) of the voting members within a reasonable commercial time after the filing of such request with the Secretary. The business to be transacted at such special general meetings shall be stated in the notice.

Section 12.3: Notice

Notice of annual or special general meetings of the members shall be given in writing and/or by electronic means within a minimum of thirty (30) days in advance of the meeting. Failure of a member to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

Section 12.4: Quorum for Member Meetings

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- a. A quorum for members meeting shall be not less than ten per cent (30 %) of the members in good standing, present either in person or by proxy, who are not officers of ZHIA.
 - b. Should the number of members present in person at an annual or special meeting fall below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

Section 12.5: Voting by Members

In person each member present at a meeting eligible to vote shall have the right to exercise one vote. In the event of a tie, the Chair of the meeting shall cast the deciding vote.

Section 12.6: Proxy

Any person holding a proxy shall have the same rights as the principal, whether he is an ad hoc or co-opted member. In order to authenticate a proxy, it shall be issued to the proxy an official proxy authorization form issued by ZHIA. Such a form shall be signed by the grantor to the named grantee.

8.3 ARTICLE 13 CONDUCT OF BUSINESS

Section 13.1: Rules of Procedure

The usual order of business shall governed national best practices.

Section 13.2: Business

The business of the Association may be conducted at any session of the Association general membership as specified in this document.

8.4 ARTICLE 14 - AUDITORS

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- (i) The members of the Association shall at each Annual General Meeting appoint an independent auditor to audit the annual affairs of ZHIA.
 - (ii) The Council an audit committee to coordinate the auditing of the accounts of ZHIA. Such appointment shall hold office until the next Annual General Meeting.
 - (iii) The auditors shall produce a report to the Council at the end of the audit session. (Check other public institutions audit clause)

8.5 ARTICLE 15 - CORPORATE SEAL

The Seal of ZHIA shall be in such a form as shall be prescribed by the Council and shall have words. The seal shall remain in the custody of the Secretary or another officer so designated by the Council members.

8.6 ARTICLE 16 - AMENDMENTS TO THE CONSTITUTION

The constitution of ZHIA may be repealed or amended in part or whole by a motion of the Council and approved by a majority of the members and shall be sanctioned by an affirmative vote of at least two-thirds of the votes cast by the voting members present in person at a properly constituted Annual or Special Meeting of the Members.

17. **Miscellaneous:**

18. **Interpretation:**

Health Informatics Professional • : A health informatics professional is one who has the basic qualifications and working in the field of health informatics, such as health data base management, health electronics record manager, health information security personnel, health informatics public health and clinical research personnel and other related practice.

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| Reasonable person standard • : | Any person who, upon hearing the details of the allegation, would have formed the opinion that the conduct of the member constitutes an act of infamy or professional misconduct. |
| Basic qualification • : | Includes the qualifying from a recognized university with a first degree either in Health Informatics or related field such as Computer Science, Biostatistics, Health Economics, Public Health, Forensic Epidemiology, or any other qualification recognized by the National Council of Tertiary Education to be a first degree. |
| Infamous conduct • : | Any conduct that brings disrepute, disrespect, dishonor and tends to create ill impressions about the Association and its members, and which may be a serious infractions on the norms of the society, or may be of criminal nature. |
| Disciplinary Measures • : | Has the same meaning as defined by Articles 7 and 8. |