



Ethiopian Society of Oral and Maxillofacial Surgery (ESOMS)

BYLAWS

September, 2021

Article1: Establishment

The so-called Ethiopian Society of Oral & Maxillofacial Surgery established on date 21, 2021.

Article 2: Naming

The association established in these bylaws named “Ethiopian Society of Oral, Maxillofacial Surgery” in abbreviations “ESOMS” will continue as naming “Association”

Article 3: List of founders

No	Full name	Address/City/region	Citizenship
1	Dr. Tewodros Tefera	Addis Ababa, Ethiopia	Ethiopia
2	Dr. Surafel Adula	Addis Ababa, Ethiopia	Ethiopia
3	Dr. Tingert Hailemariam	Addis Ababa, Ethiopia	Ethiopia
4	Dr. Gelana Garoma	Addis Ababa, Ethiopia	Ethiopia
5	Dr. Gizachewu Hailu	Addis Ababa, Ethiopia	Ethiopia
6	Dr. Wondimu Jebessa	Addis Ababa, Ethiopia	Ethiopia
7	Dr. Demerew Dejene	Addis Ababa, Ethiopia	Ethiopia
8	Dr. Fanaye G/ Meskel	Addis Ababa, Ethiopia	Ethiopia
9	Dr. Belete Tujaru	Asella, Ethiopia	Ethiopia
10	Dr. Assefa Abera	Asella, Ethiopia	Ethiopia
11	Dr. Abebe Teka	Dessie, Ethiopia	Ethiopia
12	Dr. Tseganew Addisu	Dessie, Ethiopia	Ethiopia
13	Dr. Samson Negussie	Addis Ababa, Ethiopia	Ethiopia
14	Dr. Habtamu Nigussie	Addis Ababa, Ethiopia	Ethiopia
15	Dr. Yosan Edessa	Ambo, Ethiopia	Ethiopia
16	Dr. Biruk Girma	Gondar, Ethiopia	Ethiopia
17	Dr. Zelalem Aniley	Gondar, Ethiopia	Ethiopia

Article 4: Goal

The objectives of the association are as follows;

1. Works to protect the rights of oral, maxillofacial surgeons to carry out their professional responsibilities properly.
2. It prepares community alert publications and various programs to make the society aware of the diseases and risks associated with mouth, jaw and face.

3. It helps to provide quality oral, maxillofacial surgery education in our country Ethiopia.
4. It will make tireless efforts to spread the quality of medical treatment at the national level, respecting the profession and the professional.

Article 5: Fiscal year

The association fiscal year is from June to July.

Article 6: Meaning

1. **"Association"** means the "Ethiopian Association of Oral, Maxillofacial Surgery" established in accordance with these regulations.
2. **"Agency"** means in the decree no6921/2001. It was established as an agency of charitable organizations and associations.
3. **"General Assembly"** means the governing body of the association consisting of the founding members and other members approved in accordance with these bylaws.

Article 7: Regular members

1. It consists of founding members and members who have been approved by the decision of the general assembly in accordance with this bylaw.
2. Any Ethiopian who meets the following criteria can become a regular member.
 - A. a person believes in the aims and goals of the association
 - b. Age over 15 years above
 - c. Accepts and implements the bylaws of the association as well as the rules of conduct issued by the general assembly from time to time.
 - d. Able to pay the fees and contributions that are periodically agreed upon by the general assembly of members.
 - e. Not deprived of his/her rights by law.

Article 8: Honorary Members

1. Individuals or organizations who are not members of the society and have made significant contributions to the achievement of the society's objectives;

who have been highly recognized by the society's members as being effective and exemplary in the areas in which the society operates, shall become Honorary Members by decision of the General Assembly.

2. Honorary members shall not have the right to vote or be elected in the society.
3. Honorary members are not obligated to pay membership dues and other fees unless they voluntarily choose to do so.

Article 9: Members' rights

1. All regular members have equal rights;
2. Union membership is a personal right that cannot be transferred to heirs or anyone else.
3. Any regular member of the association shall:-
 - a. To do any kind of work that is useful for the achievement of the objectives and missions of the association.
 - b. To vote, to be elected and to request and obtain any information about the association's activities;
 - c. He/she has the right to attend the General Assembly meeting, to comment and vote on the activities of the association.
 - d. Any member of the society in good standing has the right to appeal to the executive committee prior to the termination of their membership.

Article 10: Obligations of members

1. Any member shall pay his/her membership fee on time;
2. A member shall pay the required dues before his/her termination of membership;
3. Every member must comply with the association's bylaws, instructions and decisions issued by the general assembly.
4. Every member has the duty to respect the purpose of the association and the obligations he/she has entered into, to take care of the property of the association and to provide the expected services.

5. He/she is obliged to attend regular and urgent meetings of the association.

Article 11: Member Contributions and Other Fees

1. Where the association's contribution and other payments are made and the amount determined by generally assembly.
2. A person who does not pay within the time limit decided by the General Assembly will be fined according to the decision of the General Assembly.
3. The General Assembly may revoke the right to vote or any other right of a member who has not paid the penalty imposed by the General Assembly due to non-payment of the membership fee until he/she pays the debt.

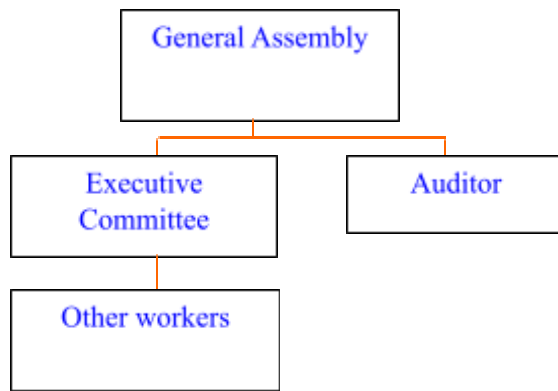
Article 12: Circumstances of termination of membership

A member of the association whose membership is terminated;

1. When he/she dies.
2. When the general assembly decides to dismiss him/her from membership as stated in the bylaws or for another satisfactory reason.
3. When it is proved by evidence that he/she participates in an activity that affects or undermines the honor and existence of the association and this is decided by the general assembly.
4. When you are not willing to participate properly in the activities for the achievement of the purpose of the association, and that is when it is decided by the general assembly.
5. When he/she is dismissed from the membership by the General Assembly for not paying the contribution for a period of one year.
6. When he/she is deprived of his/her ability or rights or removed from membership by a competent court.
7. When he/she requests in writing to leave the membership of the association with his/her own consent.

Article 13: Organization of the association

1. The Association shall have the following governing bodies.
 - A. General Assembly
 - b. Auditor
 - c. Executive Committee and
 - d. Others workers.
2. The association is structured as follows:



3. No person who is a member of the Executive Committee may act as an additional auditor.

Article 14: Powers and functions of the General Assembly

1. The general meeting, which includes the regular members mentioned in Article 5 of this bylaw, will have the following powers and duties in accordance with the law and the association's bylaws:-
 - a. The General Assembly is the governing body of the association.
 - b. Develops and amends the association's bylaws;
 - c. In accordance with the regulations, he elects, dismisses and determines the remuneration of the association's auditor.
 - d. Appoints and dismisses the members of the executive committee, the chairman, deputy chairman and secretary of the assembly.

- e. Changing the headquarters and branches of the association. He/she will make the final decision.
 - f. Decides on the dissolution of the association and liquidation of property.
 - g. Approves the association's annual performance report, financial statement, audit report and annual budget.
 - h. Scrutinizes the annual work program and approves plans and budgets.
 - i. Decides on policy and strategy issues of the association.
 - j. Makes a decision on the request to become a member of the association.
 - k. As stated in Article 9 of this bylaw, it investigates the case of a member who has not fulfilled his obligations and decides to cancel his membership.
 - l. Determine on members contributions, other fees and fines.
 - m. Cause the association's accounts to be audited by an external auditor.
 - n. Establishes the rules of procedure for the General Assembly.
 - o. Decide on the association is given the final option to form a union with other associations or to merge or to dissolve or change;
 - p. Under the powers and duties of other members of the association He decides on matters concerning the association.
2. When the General Assembly finds it necessary, the powers and duties given in accordance with sub-article 1 (e), (k), (n) and (o) of this article to the members of the association or to the permanent or temporary Committee can delegate.
3. The General Assembly shall have the final say on the interpretation of these Bylaws unless the matter is in conflict with applicable laws.

Article 15: Voting of the General Assembly

- 1. Any member who attends the General Assembly meeting and votes on the issue will have only one vote.
- 2. All union members have equal vote.
- 3. Any member must be present and vote at the meeting, unless the General Assembly expressly permits it.
- 4. The voting process will be conducted in a fair, free and transparent manner.

5. A member of the association who has a different opinion from the whole assembly can state his/her opinion separately in the meeting.
6. Any regular member of the association, who believes that the decision passed by the general assembly violates the laws of the country or the bylaws of the association, may apply to the agency.

Article 16: Powers and duties of the leadership of the General Assembly

The general government has a chairman, a deputy chairman and a secretary, and their powers and duties are as follows:

1. Chairman of the General Assembly,

- a. Convenes the meetings of the General Assembly and prepares agendas together with the secretary.
- b. He/ She shall preside over the meeting of the Assembly.
- c. The General Assembly monitors the correct implementation of the regulations and decisions it issues.
- d. Annual activities approved by the assembly; He/she will make work and audit reports and financial statements available to the relevant governmental bodies and to beneficiaries and donors as needed.
- e. He shall order the issues to be presented to the conference and keep them as an agenda for the secretary to be presented for discussion.

2. Deputy Chairman

- a. Acts as a substitute for the chairman in his/her absence.
- b. Performs other tasks assigned by Chairman or the General Assembly.

3. Secretary

- A. Together with chairman, he/she prepares agendas for the conference.
- b. Takes minutes of the assembly meeting.

Article 17: General Assembly meeting

1. The regular meeting of the General Assembly shall be held once a year by the Chairman of the General Assembly and shall be held within 30 days after the close of the fiscal year.

2. According to sub-paragraph 1 of this article, if the chairman does not call a meeting within 30 days, the agency may call the meeting of the general assembly through the chairman or himself at the request of one or more members.
3. If the meeting of the General Assembly is called in accordance with sub-paragraph 2 of this Article, the Agency may nominate a person to be the Chairman of the General Assembly.
4. An emergency meeting of the association may be called at any time by the president or vice-president. It may be held at the request of 10 percent of the association
5. The members will be notified before fifteen working days for the regular meeting of the General Assembly, and 5 working days for the emergency meeting. The members are informed about the details of the meeting, the place, and the date.
6. If more than half of the members of the association are present, it will be a quorum.
7. In the above Article 6 If the quorum is not met for two consecutive meetings, the Chairman of the General Assembly shall arrange for the next meeting to be held by the members present.
8. At the regular meeting of the General Assembly different Matters are kept on the agenda and presented for discussion depending on the situation. Any member who wants to be put on the agenda should contact the Secretary of the Assembly at least one week before the General Assembly. The Chairman of the General Assembly should announce the same in writing.

Article 18: Election and decision-making procedure

1. The society shall be led by individual elected with the full participation of members
2. When making the election on general assembly, the members of the election committee shall be selected and the election will be held.

3. The election committee is responsible for conducting the election, initially by determining the election criteria as mandated by the Assembly.
4. The General assembly establish a selection committee as necessary to replace executive committee who their term of service completed or canceled or vacant for various reasons.
5. If the electors who have completed their term of office are to be re-elected, they must be nominated and elected by a majority vote. However, they must wait one full term (4 years) before being eligible for a third term.
6. The decisions of the General Assembly are passed by a majority of votes. In the event of a tie, the Chairman shall cast the deciding vote.
7. The meeting procedures of the society shall always adhere to democratic principles.
8. Members of the election Committee may not nominate themselves for election to the committee. However, the General Assembly may, if deemed appropriate, remove them from the Election Committee and nominate them for committee. The Election Committee is responsible for ensuring that newly elected members assume their duties within 30 days.
9. From the date of the election of new members, former elected members may not resume their previous duties except through a formal handover, unless otherwise decided by the General Assembly.
10. Decisions made outside the established agenda of the General Assembly, without proper approval and documentation, shall not be legally effective.

Article 19: List of executive members

<u>Name</u>	<u>Responsibility</u>
Dr. Tewodros Tefera	Presidant
Dr. Surafel Adulla	V/Presidant
Dr. Tingret Hailmariam	Secretory
Dr. Gelana Garoma	Accountant
Dr. Gizachew Hailu	Treasurer

Article 20: The powers and duties of the executive committee

1. The Executive Committee is established by the General Assembly and is responsible for this body. It carries out the day-to-day operations of the association.
2. The Executive Committee shall have the following powers and duties.
 - a. Presents the association's annual performance report budget to the General Assembly for approval.
 - b. He prepares the short, medium and long-term plan of the association's annual work program and submits it to the General Assembly for approval.
 - c. Finds ways to obtain financial, labor or material support from sources of income to carry out the objectives of the association;
 - d. Generates the association's policy and provides;
 - e. Establishes rules for hiring and managing employees, determines transfer, promotion, dismissal, wages and allowances.
 - f. The decisions of the General Assembly will be implemented.
 - g. It will present to the General Assembly and decide on the opening of branch offices in necessary places.
 - h. It will propose a resolution to the General Assembly for the cancellation of members who have not fulfilled their membership obligations.
 - i. It creates its own rules of procedure.
 - j. It performs other duties assigned by the General Assembly.
 - k. It calls the regular and urgent meetings of the association.

Article 21: Executive Committee members

1. The Executive Committee shall have the following members:

- a. President
- b. Vice President
- c. Secretary
- d. Accountant
- e. Treasurer and
- f. It will have two other members.

3. The President;

He/she is elected by the General Assembly and performs the following duties.

- a. He/she chairs the executive committees established by the General Assembly.
- b. Represents the association to third parties.
- c. He/she signs on bank account opened in the name of the association and on the documents along with the accountant.
- d. Allows expenses which are important for the work of the association.
- e. Prepares 3 months', 6 months' and annual operating and financial reports and submits them to the Executive Committee.
- f. He/she signs letters on behalf of the association.
- g. He directs the day-to-day activities of the association while coordinating and supervising the staff including the accountant and treasurer.
- h. With the approval of the executive committee, contracts to buy and sell property in the name of the association.
- i. He/she implements decisions made by the entire assembly.
- j. Performs other tasks assigned to the Executive committee.

4. The Vice President;

- a. In the absence of the President, he/she acts in place of the President.
- b. Performs additional tasks assigned to the president or general assembly.

5. The secretary

- a. Serves as Secretary of the Executive Committee.
- b. Under the orders of the executive committee, he will carry out the written communication activities of the association.
- c. Prepares the executive agenda, takes minutes.
- d. It holds the seal, documents and records of the association.
- e. Accepts membership applications.

6. Accountant

- A. He oversees the association's income and expenditure accounts.
- b. Ensures that the association's accounts are operated in accordance with recognized accounting principles.
- c. The bank account opened in the name of the association shall be signed by the president or the vice president on the checks and expenditure documents.
- d. He shall ensure that the accounts of the association are carefully maintained.
- e. It prepares a document that includes accounts, income and expenses, assets and liabilities.
- f. When the association engages in income-generating activities, it keeps various accounting records used for this activity.

7. Treasurer of the Society

- a. It collects the association's revenues through legal receipts.
- b. Deposit collected month in Banks located within the country and proper put recipient revenues
- c. For the operation and organization of the small expenses he/she can hold no more than Birr 10,000.00 (ten thousand Birr).
- d. Checks the income and expenses with the accountant every month.
- e. Holds the association's Cheque

- f. Expenditure shall be made by the Accountant and the President with the signature of the Treasurer.

***Article 22: Executive Committee meeting, election process
rules and regulation, and year of terms***

1. The Committee meets four times a year and may hold special meetings when necessary.
2. An emergency meeting may be called by either the President or the Vice President
3. A meeting is considered to have a quorum if more than half of the members are present.
4. Decisions are made by majority vote; in the event of a tie, the proposal supported by the President shall be adopted.
5. The term of office of committee members shall be four years. A committee member may not be elected more than twice.
6. Committee members serve without pay; however, they are reimbursed for expenses incurred in connection with the work of the society.

Article 23: Responsibility and Duties of the Auditor

1. The auditor of the society cannot be the President or a member of the Executive Committee.
2. The auditor, responsible to the general assembly, shall have the following powers and duties:
3. Oversees the accuracy of the society's financial and asset management.
4. Ensures that the society's activities are conducted in accordance with this bylaw.
5. Prepares an annual audit report in accordance with accepted standards in Ethiopia and submits it to the General Assembly.

Article 24: Source of income

The primary source of income for the society is the contributions of its members. By decision of the General Assembly, funds or assets from public donations, income-generating activities, and external donors may also be considered as additional sources of income.

Article 25: Amendment of by laws

1. The proposal for amendment of this by-law shall be held as a meeting agenda at the request of not less than $\frac{1}{4}$ of the members of the General Assembly.
2. The proposal for amendment of this regulation shall be decided by the regular meeting of the General Assembly and the amendment request should be submitted to the Chairman, Secretary or President of the General Assembly before the call of the assembly is distributed.
3. The bylaws are amended when the proposed amendment receives a $\frac{3}{4}$ th vote in the general assembly meeting where more than half of the members are present.
4. A meeting will be held to discuss the reason for the non-approval of the decision passed by the agency to amend the by-laws.
5. An amended regulation may not be put into effect until it has been reviewed and approved by the agency.

Article 26: About association integration and conversion

1. The association is divided into different associations, merged with another association or transformed into a charity organization when decided by $\frac{3}{4}$ th vote of the general meeting.
2. The committee that conducts the negotiations with the association that will merge with the association should include the chairman of the general assembly, the secretary and the president of the association.

Article 27: About association dissolution

1. The association is dissolved when the members of the general assembly decide to dissolve the association by 3/4th vote.
2. Within six months from the date the General Assembly decided to dissolve the association the association president conduct inventory and in connection with the decision to demolish it, it provides an agency for charitable organizations and associations.
3. The General Assembly may refer to the charitable organization or association or government body that should take over the property of the association upon its decision to dissolve the association.

Article 28: Period of validity of regulations

This regulation will be enforced by the Charity Organizations and Associations Agency from May 18, 2022