

# BY LAWS OF JAFFNA MEDICAL FACULTY OVERSEAS ALUMNI -USA

## JMFOA (JMFOA-USA)

### A NONPROFIT CORPORATION



#### 1.0 GENERAL

- 1.1 The name of the organization shall be Jaffna Medical Faculty Overseas Alumni -USA (JMFOA-USA) CORPORATION.
- 1.2 The membership is open to all past students and teachers of **Jaffna Medical Faculty, University of Jaffna, Sri Lanka** and all those who subscribe for the objectives of the institute.
- 1.3 Office and the corporation – Principal office in the USA.

#### 2.0 PURPOSES

**General Purposes:** This corporation is a nonprofit corporation and is not organized for the private gain of any person and is organized exclusively for charitable purposes.

**Specific Purposes:** To promote unity and cooperation among the members. To promote health for the needy population.  
To promote medical education for the needy healthcare providers and students.

**In furtherance of the purposes but not otherwise the Management Committee may exercise the following powers:**

- 2.1 The power to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements by law;
- 2.2 The power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 2.3 The power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- 2.4 The power subject to any consent required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- 2.5 The power to employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objectives;
- 2.6 The power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 2.7 The power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 2.8 To establish a resource center for those seeking further education in Medical fields.
- 2.9 To provide a forum for exchange of medical knowledge.
- 2.10 To undertake health advice and research projects.
- 2.11 To conduct free medical clinics for screening and treatment of various diseases.
- 2.12 To encourage and provide social and recreational activities.

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#### 3.0 MEMBERSHIP:

3.1 All members must agree and support the aims and objectives of JMFOA-USA. The categories of membership shall be:

A. FULL MEMBERSHIP: Open to past students and teachers of Jaffna Medical Faculty, University of Jaffna, Sri Lanka.

B. ASSOCIATE MEMBERSHIP: This is open to any well-wishers who supports the Institute but does not fulfill the criteria for full membership. These members have the right to attend and speak in general meetings but do not have the right to vote.

3.2 The Management Committee shall have the right:

A. To approve or reject applications for membership.

B. To terminate any membership on good and valid grounds.

C. Any application for membership that was refused by the Management Committee or any termination of membership shall have the right to appeal at the Annual General Meeting.

3.3 Upon the acceptance to membership the member will be bound to pay such annual/life member subscription as may be determined at the AGM from time to time

#### 4.0 STRUCTURE:

4.1 There shall be a Central Office in the USA.

4.2 There shall be a Management Committee with executive powers, which shall manage the affairs of JMFOA -USA

4.3 The Management Committee shall be elected at the Annual General Meetings and the various tasks shall be taken up by choice from among the membership of the Management Committee.

4.4 The Management Committee shall comprise:

1. President

2. Vice President

3. Secretary

4. Assistant Secretary

5. Treasurer

6. Assistant Treasurer

7. Editor

8. Assistant Editor.

9. Committee members – Minimum nine up to eleven.

**The whole of the 'Elected' Management Committee would be Directors of the Institute.**

10. Advisory Committee members are appointed from:

A. The past leadership by majority Management committee decision,

B. Other exceptional members with unanimous approval by the Management Committee.

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4.5 All members must agree and support the aims and objectives of JMFOA-USA. The categories of membership shall be:

**A. FULL MEMBERSHIP:** Open to past students and teachers of Jaffna Medical Faculty, University of Jaffna, Sri Lanka.

**B. ASSOCIATE MEMBERSHIP:** This is open to any well-wishers who supports the Institute but does not fulfill the criteria for full membership. These members have the right to attend and speak in general meetings but do not have the right to vote.

4.6 The roles of the members of the Management Committee are as follows:

**A. PRESIDENT-** Shall:

- i) Have the capacity to lead the organization.
- ii) Facilitate efficient functioning of the Management Committee.
- iii) Ensure the treasurer discharges his or her duty.
- iv) Maintain excellent diplomacy and networking both inside and outside the Institute.

**B. VICE PRESIDENT -** Shall:

- i) Have duties assigned by the president
- ii) Chair meetings in the absence of the President.
- iii) Have similar functions to the President.

**C. SECRETARY -** Shall:

- i) Convene meetings (of the Management Committee and of the general membership) at appropriate intervals in keeping with the aims and objectives of the Institute.
- ii) Send communications to the membership at appropriate intervals in conjunction with the Editor.
- iii) Keep a good record of all official meetings.

**D. TREASURER –** Shall:

- i) Maintain an overview of the Institute's affairs, ensuring its financial viability.
- ii) Ensure that proper financial records and procedures are maintained.

**E. EDITOR –** Shall:

- i) Ensure publication of the NEWS LETTER annually thus effectively informing others of the activities and functions of the Institute.
- ii) Have a collection of informative/educational materials publications/ journals/books relevant to Institute's activities.
- iii) Propagate the message of the Institute and its activities to other national and international organizations via the NEWSLETTER and other special press releases / journalists/ press interviews.

**F. ASSISTANT EDITOR –** Shall:

- i) Collaborate with the duties of the EDITOR mentioned above.
- ii) Take over the functions of the EDITOR in any circumstance The Editor cannot fulfill the assigned duties.



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4.6 The roles of the members of the Management Committee are as follows:

**G. COMMITTEE MEMBERS**– shall:

Shall team with the other members of the management to assist them in their duties.

**F. ADVISORY MEMBERS**– shall:

- i) Shall be available to the management members on advisory role when needed.
- ii) Could attend the committee meetings by invitation or on their own if interested.
- iii) Will receive communications as committee members.
- iv) Will have **NO** voting powers during committee meetings.
- v) Could be elected to be a management team member as a committee member.
- vi) The Advisory Member will be serving up to 3 years but could be extended annually to be decided by the Management Committee.

4.7 The President and Vice-president shall hold office for a maximum period of three consecutive years and able to be re-nominated for another term. Other officers shall hold office for a maximum period of five consecutive years at any single period with an ability to get re-nominated and approved by the standing committee. All Officers however shall be elected annually at the Annual General Meeting. All officers shall be honorary positions.

4.8 There shall be International Coordinating Committee (ICC) comprising three (3) members from each overseas office in other countries. These representatives are selected from the standing committee of respective overseas offices. The ICC will convene periodically utilizing available technology to communicate among the members in order to efficiently function as one entity collaborating with local alumni in carrying out JMFOA-USA activities.

4.9 When an election is contested, a paper ballot shall be conducted amongst those members of the Institute present at the AGM. Voting by proxy will not be allowed. Election shall be by simple majority vote.

4.10 Any officer shall be permitted to resign or retire on giving not less than three months' notice to the Secretary. Interim arrangements shall be made by the Secretary, in consultation with the President and Vice-president to cover the work of the officer concerned until the office is filled.

4.11 In the event of serious illness or death of an officer the Secretary in consultation with the President and the Vice-president may temporarily co-opt a member to till the above vacancy until either the officer resumes his or her duties or pending an election as appropriate.

## 5.0 MEETINGS:

5.1 The Institute shall meet at a convenient place at least once a year and this meeting will normally be the Annual General Meeting.

5.2 The quorum for this meeting shall be at least one fifth of the total membership at the time of the meeting.

5.3 The President, or, in his or her absence, the Vice-president, or 20 full members may on the grounds of urgency call an extraordinary meeting of the Institute.

5.4 The overseas committees shall meet as often as business dictates but at least once a year.

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- 5.5** The Management Committee or overseas Committees may co-opt other persons as appropriate, or invite other persons to attend particular meetings.
- 5.6** It shall be the duty of the Secretary to:
- A.** Ensure that accurate minutes of each meeting and the agenda for the next meeting are prepared and circulated to members at least seven days before the next meeting.
  - B.** Receive nominations for office bearers as described in 4.4.
- 5.7** The Officers of the Management Committee shall have executive powers between meetings.
- 5.8** All decisions taken at meetings shall be by a majority vote. The Chairperson of the meeting shall have a casting vote.
- 5.9** Observers and speakers maybe invited as appropriate.
- 5.10** Meeting by Telephone: Any meeting regular or special may be held by conference telephone or similar communication equipment as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.
- 5.11** Special Meetings:
- A** Authority to Call: Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, the president or any vice president, or secretary or any two directors.
  - B** Notice
    - i** Manner of Giving Notice:

Notice of the time and place of special meetings shall be given to each director by one of the following methods:

      - a)** by personal delivery of written notice:
      - b)** by first-class mail, postage prepaid:
      - c)** by telephone, either directly to the director or to a person at the director’s office who would reasonably be expected to communicate that notice promptly to the director:
      - d)** by telegram, charges prepaid or by e- mail. All such notices shall be given or sent to the records of the corporation.
    - ii** Time Requirements:

Notices of special meetings of the board of directors sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meetings. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.
    - iii** Notice Contents:

Time and place of the proposed meeting
- 5.12** Action without meeting

Any action that the board is required or permitted to take may be taken without a meeting if all members of the board individually or collectively consent in writing to that action. Such action by written consent shall have the same fore and effect as the

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#### 6.0 STANDING ORDERS:

The Management Committee shall have the power to adopt and issue standing orders and or rules for the use of the Institute. Such standing orders shall come into operation immediately provided that at all times they shall be subjected to review by a General Meeting of the Institute and shall not be inconsistent with the provisions of the Constitution.

#### 7.0 AMENDMENT OF THE BY LAWS:

- 7.1 Subject to the following provisions of this clause the bylaws may be altered by a resolution passed by not less than half of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out terms of the alteration proposed.
- 6.2 No amendment may be made to clause 1, 2, 8 or this clause without prior consent in writing of the Management Committee.
- 6.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

#### 8.0 DISSOLUTION :

JMFOA-USA may at any time be dissolved by a resolution supported by not less than two thirds of those present and voting at a meeting of which at least twenty-one clear days' notice in writing shall have been sent to all members of JMFOA, stating the terms of the resolution to be proposed thereat. Such resolutions may give instructions for the disposal of any property held by or in the name of JMFOA-USA, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of JMFOA-USA but shall be given or transferred to such other institution or Institutions having similar objectives as JMFOA-USA as decided at the General Meeting.

#### 9.0 FINANCE

- 9.1 JMFOA-USA's financial year shall run from January 1 to December 31 of the same year.
- 9.2 JMFOA-USA shall have the power to obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants, loans, the sales of publications or by any other lawful method and accept gifts or property of any description whether subject to any special trusts or not.
- 9.3 The income and assets of JMFOA-USA, whatsoever derived, shall be applied solely towards the promotion of the objectives as set forth in clause 2 and no proportion thereof shall be paid to any member of the Institute, Management Committee, overseas Committees or any other providing that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any Honorary Officer or Member of JMFOA-USA or the repayment of out-of-pocket expenses. This shall be achieved through various local bodies including The Administration of University of Jaffna, Medical Students Union, Jaffna Medical Faculty Local Alumni, Administrations of all affiliated Teaching Hospitals and all other organizations support the cause set forth in clause 2.
- 9.4 The Treasurer shall keep proper accounts of the finances of the Institute.
- 9.5 The accounts shall be audited at least once a year by one or more qualified auditors and shall be submitted for consideration as the next Annual General Meeting of the Institute.



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### 10.0 TERMINATION:

A member of JMFOA-USA may be removed by a meeting of members for the reason that the conduct of such a member is not conducive to the promotion of the objectives of JMFOA-USA. Such removal should have the approval of two thirds of the Members attending and voting at an Annual General or an Extraordinary Meeting convened specially for such purpose.

### 11.0 OMISSIONS:

In matters not provided for in these rules the Management Committee may decide on the steps to be taken and such steps should be set out in the report of JMFOA-USA.

### 12.0 INDEMNIFICATION:

Right of Indemnity: To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees, Including persons formerly occupying any such positions against all expenses judgments fines settlements and other amounts actually and reasonably incurred by them in connection with their carrying out the duties and obligations including an action by or in the right of the corporation.

