



CONSTITUTION AND BY-LAWS

CONSTITUTION

PREAMBLE

Imploring the aid and guidance of the Almighty, we, the members of the medical profession of the Philippines, conscious of our duties and responsibilities to God, to our country and our countrymen, as well as to our Hippocratic Oath, do hereby promulgate this Constitution as a declaration of our profession and firm determination to protect and defend our rights in a manner consistent with the nobility of our calling.

ARTICLE ONE NAME AND OFFICE

The name of this organization shall be PHILIPPINE MEDICAL ASSOCIATION, INC., hereinafter referred to as the Association. Its offices shall be in Metro Manila.

ARTICLE TWO THE VISION

Our vision of the Association is to have a fellowship of physicians united in the common goal of acquiring the highest levels of medical knowledge and skills through continuing education and research, and to promote the healing ministrations of the physician in the delivery of health care of patients.

ARTICLE THREE OBJECTIVES AND MISSIONS

The Association is established as a non-stock, non-profit, professional organization dedicated to the following objectives, in furtherance of the purposes of the Articles of Incorporation.

1. To bring together and unite the entire medical profession of the Philippines.
2. To extend medical knowledge and advance medical science.
3. To elevate the standards of medical education and practice.
4. To ensure the enactment of just medical laws.
5. To promote fraternal relations among physicians and between physicians and allied professionals.
6. To protect the legitimate rights and prerogatives of the physicians.
7. To serve as an authoritative source of information regarding health, disease and medical practice; and
8. To promote the practice of medicine in the context of Philippine life and culture.

ARTICLE FOUR

MEMBERSHIP

Membership in the Association shall be through recognized component medical societies. All members shall be entitled to all the rights and privileges prescribed by this Constitution and the By-Laws.

ARTICLE FIVE

OFFICERS

The officers of the Association shall consist of a President, a Vice President, a Treasurer and Governors, who shall be elected by the entire membership. The Secretary General shall be recommended by the President and elected by the Board.

ARTICLE SIX

BOARD OF GOVERNORS

- Section 1. The Board of Governors, hereinafter referred to as the Board, shall be responsible for the affairs of the Association.
- Section 2. It shall have the power to make By-Laws for the governance of the Association and to alter, change or amend such By-Laws.
- Section 3. The Board shall consist of the officers of the Association and the Governors, as defined by the By-Laws.
- Section 4. The term of office of the board shall be one [1] year.
- Section 5. In case of any vacancy, replacement is provided for in the By-Laws.
- Section 6. The Board shall have the power to call a Constitutional Convention as provided for in the By-laws.

ARTICLE SEVEN

GENERAL MEMBERSHIP ASSEMBLY

- Section 1. The Board shall appoint a Committee to undertake the preparation of the annual General Membership Assembly.
- Section 2. The General Assembly shall be composed of the officers and members of the Board and the representatives of the component medical societies and the specialty divisions as provided for in the By-Laws.
- Section 3. The annual General Assembly shall take place at the time of the national convention which shall be held in the month of May of each year. Special general membership meeting may be called by the Board.

**ARTICLE EIGHT
SPECIALTY SOCIETIES**

Specialty societies shall be an integral part of the Association. However, individual membership shall be through recognized component societies and the rights, privileges and obligations hereof shall be governed by the By-laws.

**ARTICLE NINE
FUNDS**

The funds of the Association shall be derived from dues, assessments, donations, bequests, income from annual conventions and other meetings, income from investments and from other sources as may be determined by the Board.

**ARTICLE TEN
BY-LAWS**

The By-Laws shall be in accordance with the vision, mission, objectives and changing needs of the Association as perceived by the Board. Any revision of the By-Laws shall be governed by Article VI.

**ARTICLE ELEVEN
AMENDMENTS AND EFFECTIVITY**

Amendments to this Constitution shall be approved by the majority of the Board and two-thirds [2/3] vote of the general membership. This constitution shall be effective upon the approval of the majority of the Board, two-thirds [2/3] vote of the general membership, and by the Securities and Exchange Commission.

BY-LAWS

ARTICLE I. MEMBERS

Section 1. The members of the Association shall be physicians duly licensed to practice medicine in the Philippines and whose names have been entered into the roster of members of the Association. Membership in the Association shall be through a component medical society of the Association.

Section 2. There shall be three categories of members.

A. Regular Members are those who pay the usual membership and other dues of the Association. Qualified regular members may elect to take advantage of provisions listed under Article II of this By-Laws and become [regular] Life Members.

B. Emeritus Members are those who, for at least 15 consecutive years, have been regular members and who, having reached the age of 65, are judged to have been worthy and meritorious members of the Association, are recommended by the component society to which they belong, and so confirmed by resolution of the Board. Emeritus members shall not be required to pay the usual membership and other fees of the Association, but shall continue to enjoy all the rights and privileges of regular members.

C. Non-Resident Members are Filipino physicians licensed to practice medicine in the Philippines and residing in foreign countries. They shall be eligible for membership in the Association through a component society upon application and payment of dues and assessments as provided for in this By-Laws. These members shall be exempt from the requirements of the Commission on Continuing Medical Education for the duration of their residence abroad.

Section 3. Limitation of Membership - a member shall hold membership in only one component society, which shall be either in the place of his residence or of his professional practice.

Section 4. Transfer of Membership - a member may transfer his membership from one component society to another. It shall be the obligation of the society being transferred, to notify the member's original society and for the latter to issue clearance of membership obligations and notifying the receiving society of same. The receiving society shall then notify the Secretary-General of the transfer once these requirements are complied with.

Section 5. Termination or Withdrawal of Membership - membership in the Association may be terminated at any time for the following causes:

A. Non-payment of annual dues for three [3] consecutive years, if said dues are not settled within sixty [60] days after receipt of notification of delinquency through the component medical society.

B. Any act inimical to the profession as provided for in the Code of Medical Ethics, and/or any act inimical to the Association.

C. By voluntary withdrawal of the member, expressed in writing.

ARTICLE II. OBLIGATIONS AND RIGHTS

Section 1. Obligations - a member of the Association, to be considered in good standing, shall:

- a. Pay all national and local dues as well as all assessments that may be imposed by the duly authorized bodies of the Association.
- b. Comply with the requirements of the Commission on Continuing Medical Education; and
- c. Comply with such other obligations as may be imposed by duly constituted authorities;

Section 2. Rights - a member in good standing is entitled to:

- a. Participate in all activities and functions of the Association;
- b. Vote and be voted upon, subject to limitations as provided for in this By-Laws and the PMA Election Code;
- c. Receive benefits as provided for in the regulations of the Commission on Mutual Aid;
- d. Receive the Journal of the Association and other such publications intended for general circulation;
- e. Enjoy such other rights and privileges as may be granted to members from time to time.

ARTICLE III. DUES

Section 1. Annual Dues - The annual dues of a member of the Association shall be Three Hundred Fifty Pesos [P350.00] exclusive of local society dues. Annual dues for members may be changed upon approval of the Board and ratified by the General Assembly. The Board, acting on recommendation of the component society concerned, may exempt members from these dues as well as from the annual convention registration fees, based on disability which makes it impossible for the member to earn his livelihood. The manner of collection of membership and other dues are stipulated in the Administrative Code of the Association.

Section 2. Life Membership - A regular member, who has had at least 5 years of continuous membership in the Association, may elect to obtain the status of Life Member by paying a life membership fee of at least Five Thousand Pesos [P5,000]. Such members shall be entitled to all rights and privileges without further payment of any national membership dues and annual convention registration fees, provided they comply with other conditions of membership listed in Article II, Section 1, of this By-Laws. Life members shall, however, continue to pay any special assessments that may be imposed by the component societies, the General Assembly and/or the Board.

Section 3. Delinquency - A member shall be delinquent if dues and special assessments are not paid as indicated in Article II, Section 1. Reinstatement of benefits, except the right to vote or be voted upon during the year, shall be made on settlement of all indebtedness to the Association and the component society concerned.

Section 4. Amnesty - Indebtedness of a member to the Association may be waived for justifiable reasons by a majority vote of the Board and a majority vote of the General Assembly. This will enable members who have been granted amnesty to be reinstated without both the right to vote and be voted upon, without Mutual Aid benefits, for one fiscal year.

ARTICLE IV. NATIONAL OFFICERS

- Section 1. The national officers of the Association shall be a President, a Vice-President, a Secretary-General, a National Treasurer, and Governors, one for each region of the Association.
- Section 2. The President, Vice President, the Treasurer and the Governors shall be elected by a plurality vote of the general membership.
- Section 3. Qualifications. To qualify for election as a voting member of the Board, a member must be in good standing in the Association as well as in the component society within the region to be represented, for at least five [5] years immediately preceding election to the Board. The member must have served, for at least one [1] year, as president of a component society or specialty division of the Association, before he qualified to seek election to a national office of the Association.
- Section 4. The terms of office of the officers shall be for one year, from June 1 to May 31 of the following year or until the successor shall have been duly elected and qualified. A member of the Board, the President, the Vice President and the Treasurer included, shall serve no more than two [2] terms in succession, after which he shall not be eligible to serve in that same office again for five [5] full years since he last served.
- Section 5. The President:
- a. The President is the chief executive officer of the Association and shall exercise all corporate powers pertaining to his office as chief executive.
 - b. He shall preside over meetings of the Board.
 - c. He shall perform all other duties as may be assigned to him by the Board and/or are listed in the Administrative Code.
- Section 6. The Vice-President shall assist the President and, in the absence or temporary incapacity of the President shall act as President. He shall perform all other duties that may be assigned to him by the President or the Board and those that may be listed in the Administrative Code. If a vacancy occurs in the office of the Vice-President, the Board shall elect a successor from among themselves to serve in the unexpired term.
- Section 7. The Secretary General shall be recommended by the President and elected by the Board. He shall perform all duties incident to his position as Secretary as defined in the Administrative code and such other duties as may be assigned by the President or the Board. His term of office shall be at the pleasure of the President and the Board. The Secretary General shall be a non-voting member of the Board and shall be the Protocol Officer of the Association.
- Section 8. The National Treasurer shall perform all duties incident to the position of Treasurer as defined in the Administrative Code and such other duties as may be assigned by the President or the Board. He shall post a bond in the amount fixed by the Board for the faithful compliance of his duties.
- Section 9. The Governors shall be members of the Board of the Association and shall be the heads, presiding and chief executive officer of the corresponding Regional Councils. They shall fulfill all duties incidental to their position as presiding officers and heads of said councils.

ARTICLE V. BOARD OF GOVERNORS

Section 1. General Powers. There shall be a Board of Governors which shall exercise the corporate powers of the Association. It shall be composed of the President, the Vice-President, the National Treasurer, and one Governor for each of the regions of the Association. The Secretary General shall be non-voting member of the Board.

Section 2. The Board shall have the following functions:

- a. To approve the program of activities of the Association
- b. To confirm the appointments made by the President as provided for in the By-Laws.
- c. To fill vacancies in the Board provided that the new shall be from the same regions as the members to be replaced, and provided further that the replacements occupy the positions only for the unexpired term.
- d. To amend, change or alter the Constitution and/or the By-Laws of the Association by a two-thirds [2/3] vote of the Board, and for ratification by two-thirds [2/3] vote of the general membership of the Association.
- e. To approve the proposed annual budget of the Association and present same to the General Assembly.
- f. To amend, alter, or change the rules and codes issued under Article VII of this By-Laws, and, in consultation with the Commission concerned, to amend the above by a two-thirds [2/3] vote of the members present.
- g. To perform such other functions as are provided for in the Administrative code.

ARTICLE VI. GENERAL ASSEMBLY AND OTHER MEETINGS

Section 1. The General Assembly shall discharge the powers and functions of the members of the Association in all instances where the vote, action, or ratification by the members may be exercised by a representative body as provided by law.

Section 2. The General Assembly shall be composed of the officers and members of the Board of Governors and the representatives of component medical societies and one representative each for the specialty divisions. The number of representatives from each component society shall depend on the number of members of the society. The president of the component society shall, automatically, be the chief and, if the society has less than one thousand [1,000] members, the only representative of the society. If the society has more than one thousand [1,000] members, and any fraction thereof greater than four hundred ninety nine [499]. These additional representatives shall be elected by the members of the component society as part of the same process instituted to elect the officer of the local society, and shall not qualify to represent the component society unless so elected.

Section 3. Alternate Representatives. If any representative to the General Assembly shall be unable to attend the sessions, he shall be replaced by the Vice-President of the component society, other elected officer of the society, or alternate delegates specifically elected for that purpose, as the society determines.

Section 4. Decisions of the General Assembly. Unless otherwise provided by the Constitution of the Association, this By-Laws, or the Corporation Code of the Philippines, the acts of the General Assembly shall be approved by a simple majority. There shall be two types of voting over matters presented to the General Assembly for decision:

- a. Approval by Ordinary vote, in which the vote of each voting member present shall count as one vote; and

- a. Approval by Weighted Proxy Vote. In this type of voting the weight of the vote of each representative member shall depend on the vote of the delegate plus the proxies which the representative carries designating him as proxy, and duly recorded with the Secretary of the Assembly. Proxies designating an officer or an individual shall be valid for one year from the date it is signed unless otherwise stipulated by the signatory of a proxy is personally present, the proxy power designated to another person is not valid. Approval by Weighted Proxy Vote shall be called for only in matters requiring a specified majority of the membership of the Association.

Section 5. The General Assembly shall convene on any day during the annual convention which shall be held on the month of May of each year. Procedures for registration of members and the conduct of assembly affairs shall be governed by the Standing Rules of the Assembly and the Revised Robert's Rules of Order.

Section 6. The General Assembly may be called to special session or as a Constitutional Convention by a two-thirds [2/3] vote of the Board or by written petition of at least fifteen [15] presidents of component societies and/or specialty divisions:

Section 7. The functions of the General Assembly shall be:

- a. To ratify amendments to the Constitution and to the By-Laws of the Association as approved by a two-thirds [2/3] vote of the Board and ratified by a two-thirds [2/3] majority of the general membership of the Association;
- b. To review and ratify the proposed annual budget as recommended by the Board;
- c. To review the acts and ratify the resolutions of the national officers and the Board;
- d. To perform such other functions as are provided for in this By-Laws;
- e. To decide the site and the dates of the succeeding convention;
- f. To act as representative body of the Association and vote on all matters in which the Corporation Code of the Philippines requires the votes or written assent of the members of the Association.

Section 8. The General Assembly shall elect its officers, to include a Chairman, a Vice-Chairman, a Secretary, a Floor Leader, a Sergeant-at-Arms and such other additional officers as it may deem necessary.

Section 9. Quorum. The presence of a majority of the members of the General Assembly shall constitute quorum.

Section 10. The annual convention of the Association shall include plenary sessions on matters of general interest to the membership, as well as scientific sessions for professional growth. Members shall be enjoined to attend the convention as well as the plenary and scientific sessions.

ARTICLE VII. COMMISSIONS

Section 1. There shall be seven [7] Commissions as described in this Article, to control and supervise specific functions and activities of the Association.

Section 2. Unless specifically provided for in Section 3 of this Article, the Commissions shall consist of six members, each member appointed for three [3] years on a staggered basis so that one third of the Commissioners shall be appointed each year. The chairman of each Commission shall also be appointed for each administrative year. All appointments shall be made by the President with the concurrence of the Board.

Section 3. The Commissions shall be the following:

- a. Commission on Ethics. The Commission on Ethics shall govern the conduct of members in their relationships with each other, with the Association, and with the public. It shall establish its procedures for dealing with complaints raised and/or referred to it, and make recommendations for the resolution of such cases. The Commission shall also proclaim, with the approval of the Board, a Code of Ethics for the guidance of the members of the Association.
- b. Commission on Continuing Medical Education. This Commissions shall enforce and administer all provisions, rules and regulations and policies related to Continuing Medical Education [CME] as outlined in the CME Code. It shall also make provision for the recording of CME activities of the members for purposes of complying with requirements of the Professional Regulations Commission.
- c. Commission on Elections. The Commission on Elections [Comelec] shall have the exclusive power to enforce the provisions, rules and regulations, and policies relative to the conduct of the elections in the Association. Each year, the Commission shall elect the chairman, vice-chairman, and secretary of the Commission from among its members.
- d. Commission on Mutual Aid. This Commission shall study and undertake research pertaining to the welfare of and benefits to the members of the Association and their dependents, and shall develop, organize and establish mutual aid programs to promote legal protection and legal assistance, death benefits, health benefits, disability benefits, and other such programs that will assist in the promotion of social and the material well-being of members and dependents. The rules for the implementation of mutual aid benefits shall be recommended by the Commission to the Board, upon approval shall be incorporated into a Mutual Aid Code [MAC].
- e. Commission on Professional Specialization. This Commission shall govern the activities of members who have undergone specialized training in the different fields of medicine, the formation and organization of professional societies in specialized disciplines, and determine the relationship of such specialty societies to each other. Towards this purpose, and upon approval by the Board, the Commission shall proclaim a Code on Professional Specialization [CPS] which shall serve as a guide for specialty professional societies. This Commission shall be composed of the president or duly designated representative of each of the eight [8] specialty divisions, and a chairman to be appointed by the President with the concurrence of the Board.
- f. Commission on Legislation. This Commission shall study, evaluate, and comment on, matters pending in the legislative and executive branches of government, make public papers outlining the position of the Association on such matters, and public opinion on issues related to the practice of medicine and related matters. It shall also, whenever possible, influence the introduction of new legislation favorable to the profession and the members of the Association. Details governing the activities of the Commission shall be incorporated into the Administrative code of the Association.
- g. Commission on Audit. This Commission shall monitor the financial activities of the Association, examine, audit, and resolve problems involving such matters in accordance with law, oversee all accounts pertaining to the revenues and receipts of, expenditures and uses of funds and properties owned or held in trust by the Association or any of its subdivisions, agencies and instrumentalities, and promulgate auditing rules and regulations which shall be incorporated into the Administrative code. The members of the Commission shall not be eligible for any office, national or local, in the Association during their incumbency in the Commission.

ARTICLE VIII. COMMITTEES

Section 1. The Standing Committees of the Association shall be the following:

- a. Committee on Food, Drugs and Cosmetics
- b. Committee on Hospitals and Laboratories
- c. Committee on Research, Education and Culture
- d. Committee on Finance
- e. Committee on Library and Archives
- f. Committee on External Affairs
- g. Committee on Emergencies and Disasters
- h. Committee on Affiliate Societies
- i. Committee on Special Projects
- j. Committee on By-Laws and Codes
- k. Committee on Membership Services and Development
- l. Committee on Awards
- m. Committee on Physical Plant and Development
- n. Committee on Legal Affairs

Section 2. The members of the standing committees shall be appointed by the President with the concurrence of the Board for a Term of three years arranged on a staggered basis. The Chairman each year shall be appointed by the President from among the members of the committee.

Section 3. The functions of the Committees shall be:

- To study and make recommendations to the President and/or the Board on matters within their expertise and to implement plans of action in these areas approved by the Board;
- To represent the President of the Association in discussion in their area of expertise when so required and directed; and,
- To perform such other duties as directed by the President or the Board and to render a report to the Board and the General Assembly.

ARTICLE IX. COMPONENTS, REGIONS, REGIONAL COUNCILS AND SPECIALTY DIVISIONS

Section 1. The basic unit of the Association shall be the component society. Members in each city or province, whatever their number, shall have the right to form a component society if they so desire.

Section 2. In addition, any thirty [30] members residing or practicing in a geographically contiguous area may form a component society upon approval of the original mother component society, the regional council, and the Board.

Section 3. The component societies within each regions are listed in the Administrative Code, without prejudice to new component societies being formed.

Section 4. One or more component societies shall form a region. The regions are listed in the Administrative Code.

Section 5. There shall be a Regional Council with the Regional Governor as the chief executive officer, and the presidents of the component societies within the region as members. Other officers of the component societies within the region may be included in the Regional Council at the discretion of the Council.

- Section 6. The Regional Council shall have the responsibility to notify members within the region of the qualifications and deadlines regarding election of national officers and shall see to it that there shall be candidates from within the region for said offices.
- Section 7. Medical societies organized on the basis of professional specialization shall be formed within the Association. These societies shall be organized into eight [8] specialty divisions. The divisions and the societies within each division shall be listed in the Code of Professional Specialization.
- Section 8. Additional functions of the component societies, regions and Regional Councils shall be listed in the Administrative Code.

ARTICLE X. FUNDS AND FINANCES

- Section 1. Sources of Funds. the funds of the Association shall be derived from dues and assessments, donations, bequests, contributions of life members, affiliation fees, as well as income from conventions, investments and projects of the Association, and income-generating facilities of the Association and such other means as approved by two-third [2/3] of the members of the Board.
- Section 2. The funds of the Association shall be deposited in banks as designated by the Board from time to time, or may be invested as approved by the Board.
- Section 3. The funds of the Association shall be classified as:
- a. General Funds. These are funds of the Association available for use in the administration of the Association and to fund various purposes.
 - b. Trust Funds. These are funds realized from contributions and fund drives for specific purposes which cannot be appropriated except for the specific purpose for which they were collected. These funds may be invested for maximum returns through investment portfolios as may be approved by the Board, provided that unexpended balances of these special funds shall revert to the general funds upon completion of the projects for which the funds were originally collected and intended.
 - c. Fiscal year of the Association shall be from June 1 to May 31 of the following year.

ARTICLE XI. PUBLICATIONS AND CODES

- Section 1. There shall be an official publication of the Association known as the Journal of the Philippine Medical Association [JPMA], which shall include material of scientific, medical, and organizational interest.
- Section 2. There shall be a newsletter, known as The Physicians, to disseminate news and information regarding the Association to its members.
- Section 3. There shall be collections of rules, regulations, and procedures necessary for the implementation of the By-Laws and the resolutions of the Association, to be known as the Administrative code of the Association, as well as other Codes corresponding to the Commissions listed under Article VII of these By-Laws. These Codes shall be proclaimed and may be amended by the Board.

ARTICLE XII. AMENDMENTS, EFFECTIVITY, AND REPEALING CLAUSE

- Section 1. This By-Laws may be altered, amended, or repealed upon approval by a two-thirds [2/3] vote of the Board, and ratified by a two-thirds [2/3] vote of the General Assembly on the basis of a Weighted Proxy Vote, as required by the Corporation code of the Philippines. Amendments proposed and approved by the Board shall be sent to all component societies and specialty divisions at least thirty [30] days before the start of the annual convention of the Association.

- Section 2. All amendments approved by the Board and ratified by the membership through the General Assembly shall become effective upon approval of same by the Securities and Exchange Commission, unless otherwise specifically provided.
- Section 3. Upon effectivity of amendments to the By-Laws, all existing provisions in the By-Laws or any of the Codes of the Association that are inconsistent with the amendments and the Corporation Code of the Philippines shall be deemed repealed.

ARTICLE XIII. TRANSITORY PROVISIONS

- Section 1. The House of Delegates existent at the time of the effectivity of this By-Laws shall serve as the General Assembly of the Association herein provided for until the end of the term to which the members of that House had originally been elected, after which the General Assembly shall be constituted as provided for in these By-laws. The additional representatives for component medical societies that are eligible to send more than one representative to the General Assembly, shall be designated by the officers of the component societies concerned from among elected officials of these societies, until such a time that additional representatives can be elected as provided for in this By-Laws.
- Section 2. The National Treasurer incumbent at the time of effectivity of this By-laws shall continue to serve in that office until, following a regular election of the Association, a new National Treasurer shall have been elected.
- Section 3. Qualifications and terms of office of national officers shall become effective as of the first deadline for filing of candidacies after the effectivity of this By-Laws. These requirements for office shall not be applied retroactively.