



ACADEMY OF MEDICINE SPECIALTIES OF NIGERIA

ACADEMY OF MEDICINE SPECIALTIES OF NIGERIA

I. MEMORANDUM OF ASSOCIATION

1. The name of the organisation shall be "Academy of Medicine Specialties of Nigeria". (Limited by Guarantee)
2. The registered office of the Academy will be situated in Nigeria.
3. The objects for which the Academy is established are:
 - (a) To advance the art and science of medicine;
 - (b) To promote, study, and research into medical and related scientific problems;
 - (c) To identify and study and/or caused to be studied important human health issues and/or issues related to health;
 - d. to provide informed advice on medical, health issues and related matters
 - e. to publish and circulate or cause to be published and circulated information from research findings for the prevention of diseases/disorders and /or health promotion
 - f. to collaborate with scientific and professional societies that share the vision of the Academy
 - (g) to do all such things as are in furtherance of the above objects or any of them and particularly the following provided that nothing shall be done for commercial reasons or solely for profit:
 - (i) to represent, express and give effect to the views and opinions of its members;

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(ii) to enter into any arrangements with any Government or other authority

that may seem conducive to the Academy's objects, or any of them; and to obtain

from any such Government or authority any rights, privileges, and concessions

which the Academy may think it desirable to obtain, and to carry out, exercise, and

comply with any such arrangements, rights, privileges and concessions;

(iii) to organize, promote and manage or cause to be organized, promoted or managed

fund raising and business activities, to issue appeals, hold public discussions and

take such steps as may be deemed necessary for the purpose procuring

contributions to the funds of the Academy by way of donations or otherwise;

(iv) to establish or support any charitable trusts, associations or institutions formed for

any of the charitable purposes included in the Objects;

(v) to do all such acts and things as are incidental or subsidiary to all or any of the

above;

(vi) to act as trustees, committee members or managers of any real or personal

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property given or held upon trust for charitable purposes;

(vii) to accept gifts of any real or personal property for the general purposes of the

Academy or for any particular purpose thereof;

(viii) subject to the provisions of the Companies Act, to purchase, take

on lease, exchange, or otherwise acquire any real or personal property and any

rights or privileges which the Academy may think necessary or convenient for the

promotion of its objects, and to construct, alter, repair, and maintain any buildings

or erection necessary or convenient for the work of the Academy;

(ix) to sell, let, dispose of, grant rights over or turn to account all or any of the property

or assets of the Academy as may be thought expedient with a view to the promotion

of its objects;

(x) to invest the moneys of the Academy not immediately required for its purposes in or

upon such investments, securities or property as may be thought fit;

(xi) to co-operate with and support any association, society or corporation whose

objects shall be charitable and to purchase or otherwise acquire and undertake all

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or any part of the property, assets, liabilities and engagements of any such

association, society or corporation;

(xii) subject to the fourth paragraph of this Memorandum, to grant pensions, allowances

and gratuities to past or present officers or servants of the Company or to the

dependents of such persons and to establish and maintain or participate in trust

funds or schemes (whether contributory or non-contributory) for providing

pensions or other benefits for any such persons as aforesaid; and

4. The income and property of the Academy whensoever derived shall be applied solely towards the promotion of the objects of the Academy as set forth in this Memorandum and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Academy.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or other employee of the Academy or to any members thereof in return for any services actually rendered to the Academy.

5. The liability of members of the Academy is limited by guarantee.

6. Each ordinary member undertakes to contribute to the assets of the Academy in the event of its being wound up while they are members, or within one year if they cease to be a member, for payment of the debts and liabilities of the Academy contracted

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before they cease to be a member and of the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding five thousand naira (₦5000) per member and the total of which shall not be less than ₦10,000, (ten thousand Naira). {to be determined from time to time on the recommendation of the Council to the General Assembly}.

7. If, upon winding up or dissolution of the Academy, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Academy, but shall be given or transferred to some other institutions of a public character approved under Section of the Income Tax Act by the Minister of Finance and which are registered under the Charities Act.

8. True accounts shall be kept of the sums of money received and expended by the Academy, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Academy, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Academy for the time being shall be open to the inspection of members.

9. Once at least every year the accounts of the Academy shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified auditors.

We, the several persons whose names and addresses subscribed are

desirous of being formed into an Academy of Medicine limited by guarantee in pursuance of this Memorandum of Association.:

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

S/N	Name and description of Subscriber	Address	Signature of subscriber/date	Name and signature of witness
1	Prof Oladapo Adenrele ASHIRU, OFR	Medical Art Center 21 Mobolaji Bank- Anthony Way Ikeja, Lagos		
2	Professor Osato F. Giwa-Osagie, OON	Department of Obstetrics and Gynaecology, College of Medicine of the University of Lagos, PMB 12003, Lagos		
3	Dr Sonny Folorunso KUKU, OFR	The Eko Hospital Mobolaji Bank- Anthony, Ikeja Lagos		
4	. Professor Augustine Efedaye Ohwovoriole	Department of Medicine, Lagos University Teaching		

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. ARTICLES OF ASSOCIATION

1. In these Articles:

"Academy" means the **ACADEMY OF MEDICINE SPECIALTIES OF NIGERIA**;

"Act" means the Companies Act (Cap 20);

"Council" means the body in which the management of the Academy shall be vested;

"Member" means all categories of membership of the Academy unless reference is made to a specific category of membership as listed in Section II Article 8;

"office" means the registered office of the Academy;

Words importing the singular number only shall include the plural number, and vice versa;

Words importing the masculine gender only shall include the feminine gender, and vice versa.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof.

The field of Medicine refers to persons who hold degrees in the various branches of medicine ie qualified medical practitioners involved in the delivery of health care, medical research and/or medical education in such areas as. Basic Biomedical Sciences, Clinical Laboratory Sciences, Radiology , Nuclear Medicine, Clinical Disciplines including Medical , Surgical, Dental and Interdisciplinary sub-specialties of medicine.

I. GENERAL

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2. The number of members of the Academy shall be limited to a maximum of 200 except the Annual General Meeting of the Academy enacts otherwise. The number of new members that can be admitted each year, when vacancy exists, shall be limited to a maximum of 10 (ten).

3. The Academy is established for the purposes expressed in the Memorandum of Association.

4. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with these Articles shall be members of the Academy.

II. MEMBERSHIP

5. Eligibility. Members shall be persons qualified to practise medicine, dentistry, or nonmedical practitioners in other related medical sciences.

6. Foreign nationals with permanent residence in or outside Nigeria shall be eligible for election as members, provided that they meet the requirements for membership.

7. Membership in the Academy shall be based upon

- a. distinguished professional achievement in medicine or a field related to medicine and health;
- b. demonstrated and continued involvement with the issues of medicine, medical education, health care, prevention of disease, or medical research;
- c. possession of competences and resources likely to contribute to the Academy's efforts to achieve its aims and objectives;

8. Categories of Membership. There shall be the following categories of membership:

(a) Foundation Fellows

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(b) *Fellows;*

The academy is both an **honorific membership organization and a policy research organization.**

Its members, elected on the basis of their **professional achievement and commitment to service, serve without compensation in the conduct of studies and other activities on matters of significance to health.** Election to active membership is both an **honor and a commitment** to serve in Institute affairs.

(c) *Honorary Fellows;*

(d) *and any other category that the Academy may approve from time to time*

9. Honorary Fellowship of the Academy is offered to those persons of the highest distinction in a field of medicine or in other fields and who have rendered exceptional services to the science and/or practice of medicine and. who would not necessarily be qualified to be members of the Academy but whose fellowship brings distinction and honour to the Academy.

10. Qualifications for Membership. The Council shall have absolute power and discretion in deciding upon any application for admission to membership and its decision shall be final and it shall not be bound to give any reason for its decision. The requirements for each category of membership shall be as provided for in the byelaws.

11. Rights and Privileges of Members

Fellows are entitled to use the letters FAcadMedS (Fellow of Academy of Medicine Specialties) after their name. Honorary Fellows are entitled to use the letters FAcadMedS (Hon) after their names. The details of the rights and privileges of members are as provided for in the byelaws. The rights and privileges of every member shall be personal to the member and shall not be transferred or transmitted.

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12. Dues

Membership dues shall be fixed by the Annual General Meeting on the recommendation of Council and shall be payable within the calendar year for which they are assessed.

III. ACADEMY MEETINGS

13. All general meetings other than annual general meetings shall be called extraordinary or general meetings.

14. The business at each annual general meeting shall include:

(a) *Minutes of the last Annual General Meeting.*

(b) *The annual report of the Council.*

(c) *The presentation of the audited accounts of the Academy*

(d) *The election of the Council (if in an election year).*

(e) *The election of Academy Officers (if in an election year).*

(f) *The appointment of auditors.*

(g) *Amendment of Articles of Association, if any.*

(h) *Other business, notice of which shall be given in writing to the Secretary at least seven days prior to such meeting.*

15. The conduct of and proceedings at meetings of the Academy shall be as provided for in the byelaws of the Academy.

IV. TERMINATION OF MEMBERSHIP

16. A member may at any time by giving notice in writing resign his membership of

the Academy but shall continue to be liable for any subscription and all arrears due and unpaid at the time of his resignation and for all other monies due by him to the Academy.

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17. Any member guilty of acting contrary to the good name and dignity of the Academy or inconsistent with its purposes may be censored, suspended, expelled or disciplined in such manner and ways the Council may decide.

V. CONSTITUENT SPECIALTIES/COLLEGE

18. The Academy shall consist of Specialties also known as Colleges. Subject to the approval of a general meeting by a special resolution passed by not less than a majority of two thirds of voting members present at the general meeting, the Academy has the powers to, from time to time, create different specialties within the Academy.

19. The list of Specialties/Colleges of the Academy shall comprise the following

- i) Specialty/College of Clinical Medicine
- ii) Specialty/College of Biomedical Sciences
- iii) Specialty/College of Basic Clinical Sciences
- iv) Specialty/College of Dental Sciences
- v) and any other which the Academy may create from time to time.

20. The criteria for admission into a Specialty shall be as provided for in the byelaws of the Academy and/or the Specialty/Colleges.

21. Each Specialty shall be responsible for the academic activities related to the specialty.

VI. GOVERNANCE

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22. The governance of the Academy shall reside in the Council and the Academy President and that of the Specialties/Colleges in their Executive Committees.

VII. COUNCIL

23. The **COUNCIL** shall consist of

The Council Members as follows:

- i) *Academy President*
- ii) *T President-elect*
- ii) *Vice-President/s*
- iii) *Secretary*
- iv) *Academy Treasurer*
- v) *Academy Auditor*
- vi) Specialty/College Chairmen who would also act as Vice-Presidents
- vii) The Specialty/College Secretaries
- viii) Immediate Past *Academy President* (ex-officio);
- ix. Immediate Past Secretary (ex officio)
- x) Three elected members
- xi) Editor (ex-officio) member;

25. The Council shall be elected by the voting membership.

26. The Council of the Academy shall elect the President of the Academy on the advice of

a search committee appointed by the Council of the Academy

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IX. ACADEMY COMMITTEES

27. The Council shall have the following standing Committees
- a. The Nomination Committee
 - b. The Membership Committee
 - c. The Financial Management Committee
 - d. The Research Committee
- e. And any other that the Academy may create from time to time on the recommendation of the Council
28. Ad hoc Committees
- . On the recommendation of the Council may appoint ad hoc Committees as provided for in the byelaws.

XI. GOVERNANCE OF SPECIALTY/COLLEGES

290. The affairs of each Specialty/College shall be run by an Executive Committee

which shall consist of:

- (a) *A Chairman*
- (b) *A Vice-Chairman*
- (c) *A Secretary*
- (d) *A Treasurer*
- e) Immediate Past Chairman**
- f) Immediate Past Specialty/College Secretary**
- (g) *Three Elected Members*

30. Powers of the Specialty/Colleges

Each **Specialty/College** shall have powers to enact byelaws to regulate its proceedings. Where there is a conflict between Academy

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laws and those of a **Specialty/College**, that of the Academy shall supersede.

31. Each **Specialty/College** shall submit a report through Council to the Annual General Meeting of the Academy.

XII. APPLICATION TO CREATE A SPECIALTY/COLLEGE

32. Application by Fellows for the formation of a new **Specialty/College** must be made to the Council in writing and signed by a minimum of 25 Fellows resident in Nigeria who will be potential members of the College.

33. Such applications must be submitted to Council at least six months before the next Annual General Meeting.

34. A special resolution to form a new **Specialty/College** must be proposed by the Council for approval by a majority of not less than two-thirds of voting members present at a General Meeting.

35. After the special resolution to form a new **Specialty/College** has been passed at a General Meeting, the Academy President shall convene the Inaugural General Meeting of the new **Specialty/College** within three months of receiving approval from the relevant authorities.

XIII. PROGRAMME AND BUDGET

36. With the advice of the Finance Committee the Academy (Treasurer) shall prepare and submit to the Council for its approval an annual budget and a programme of activities.

XIV. ACADEMY OFFICIALS

37. The Officials of Council shall include the following:

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- a. *Academy President*
- b. *Academy President Elect*
- c. *Academy Vice-President/s*
- d. *Academy Secretary*
- d. *Academy Treasurer*
- e. *Academy Auditor*
- f. *Immediate Past Academy President (ex-officio)*
- g. The Editor

38. The duties, election procedure, and tenure of the officers shall be as provided for in the byelaws.

XV. AMENDMENTS AND BYELAWS

39. The Council of the Academy is authorized to establish and amend byelaws consistent with this Constitution, subject to the approval of a simple majority of those voting either at an Annual General Meeting of the membership and/or by a ballot of the membership. The Constitution can be amended by 2/3 majority at the General Assembly.

40. The Board of a Specialty/College is authorized to establish and amend Byelaws consistent with this Constitution, subject to the approval of a majority of those voting either at an annual meeting of the membership and/or by a ballot of the membership.

XVI BOARD OF TRUSTEES

The Board of Trustees shall consist of the Founding Fellows.

1. Fundamental Responsibilities

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The role of the nonprofit board centers on the fundamental responsibilities of providing the Academy with sound governance, fiduciary and strategic oversight, and direction.

The board oversees the operations of the organization, ensuring that the public's trust is upheld, the mission addresses a community need, the practices are ethical, and legal requirements are met. The board is responsible for assuring the financial integrity and solvency of the organization and establishing procedures to safeguard the organization from fraud and risk.

2. Legal Duties

Duty of Care requires board members to discharge duties in good faith, and with the care that an ordinarily prudent person would exercise in a like position and under similar circumstances. It requires board members to exercise care in all activities relation to their role as board members and commits them to participate in the work of the board. Duty of Care is carried out by:

Attending board and committee meetings

Carefully preparing for meetings in advance

Reviewing financial reports and other critical information regularly

Exercising independent judgment

Requesting information needed for decision making

Making sure Federal, state Government and CAC filing requirements are met

Acting in good faith when decision making

Delegating day to day business duties to the Council.

3. Roles

In addition to the Duties of Care, Loyalty, and Obedience, which all board members share, certain members have additional duties. As in most organizations, leadership positions are created within the Board of Trustees to assure that responsibilities are fulfilled.

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Officers

Chairman: The Chairman is responsible for leading the board in practices of good governance. Not only does this individual set the tone for the rest of the board, he or she is usually a highly visible representative of the organization within the community. A variety of talents are needed to ensure a strong working relationship with the President of the Council, as well as a role model and motivator for other board members and the Academy. The Chairman generally appoints board committee and task force chairs, presides over board meetings, and often serves as a spokesperson for the organization.

Vice-Chairman: The Vice-Chairman generally offers support to the Chairman and substitute leadership when needed. Often the Vice-Chairman will take on some special projects such as heading a task force.

Treasurer: The Treasurer is responsible for overseeing the financial operations and assuring that board members have the information they need to be effective fiscal stewards of the organization. Often this means regularly reviewing financial statements and assisting in preparing and presenting the organization's budget to the full board.

Secretary: The Secretary is responsible for ensuring that accurate minutes of the board meetings are kept. The Secretary creates the minutes.

XXVII EXECUTIVE OFFICER

XVI. DISSOLUTION

41. The Academy shall be wound up voluntarily whenever a special resolution is passed requiring the Academy to be wound up. Paragraph 7 of the Memorandum of Association shall have effect as if the provisions thereof were repeated herein.

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42. If in the event of a winding up or dissolution of the corporate body if there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institutions, having objects similar to the object of Association, such institutions to be determined by the members of the Association at or before the time of dissolution.

If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable object.

Dated this 6th day of April 2018

Signed
Signature of Chairman

Signed
Signature of Secretary

Olorogun Sony Kuku
Name of Chairman & Tel. No.
No.

Prof Augustine Ohwovoriole
Name of Secretary & Tel.

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