

**Nigerian Academy of Medicine
(NAMed)**

**Memorandum of Association
Rules and Regulations
(Version of May 2018)**

Memorandum of Association

Rules and Regulations

CONTENTS

S. No.	Particulars	Page No.
1.	Memorandum of Association	1
2.	Rules	4
3.	Regulations	20

NIGERIAN ACADEMY OF MEDICINE

Memorandum of Association, Rules and Regulations

NAME

The Organisation shall be called the **“Nigerian Academy of Medicine”**.

The main aim of the Academy is to serve as an independent, dynamic and innovative national resource of excellence and expertise in medical sciences and healthcare.

The registered office will, in the meantime, be situated at National Postgraduate Medical College of Nigeria (NPMCN Liaison) Office, c/o Medical and Dental Council of Nigeria, Plot 1102, Cadastral Zone B11, Off Oladipo Diya Road, Behind Prince and Princess Estate, Kaura District, Abuja, FCT, Nigeria.

MEMORANDUM OF ASSOCIATION

The objectives of the Nigerian Academy of Medicine are:

- (a) To promote the knowledge of Medical Sciences in Nigeria and its practical application to problems of national welfare.
- (b) To promote excellence by the recognition and encouragement of merit in all branches of Medical Sciences.
- (c) To secure co-ordination between medical and other scientific academies, societies, associations, institutions and Government medical and scientific departments and services.
- (d) To seek help and co-operation of international agencies and national bodies of other countries.
- (e) To act through properly constituted National Committees for medical scientific subjects for undertaking research work of national and international importance and thereby nurturing the next generation of medical researchers
- (f) To publish such proceedings, journals, memoirs, transactions and other publications as may be found desirable.
- (g) To Influence national policies to improve health and economic well-being.
- (h) To secure and manage funds and endowments for the promotion of objectives of the Academy.
- (i) To undertake any other steps that may be necessary for the fulfillment of the above mentioned aims and objectives of the Academy.

RULES

1. Membership of the Academy will be made of:

- (a) Fellows
- (b) Emeritus Fellows
- (c) Honorary Fellows

(d) Patrons

Fellows and Emeritus Fellows must hold postgraduate qualifications in Medicine or Dentistry that are registrable with the Medical and Dental Council of Nigeria and must have made substantial academic and professional contributions to health sciences both nationally and globally.

2. Administration and Officers

- (a) A Council will manage affairs of the Academy. The Council will consist of not more than 22 voting members including Officers.
- (b) Officers of the Academy will be (i) President (ii) Vice-President (iii) Treasurer and (iv) Immediate Past President who must be Foundation Fellows or Fellows in good Financial standing for not less than 10 years.
- (c) The Council will have 15 members elected from amongst the Fellows [eligibility as per Rule 15(i)a. The Council will elect the Vice-President from amongst these Fellows elected as members of the Council. The Council by a 2/3 majority of the Members present and voting, may decide to have coopted members who will have all the privileges as provided to the Council members except that they will have no voting rights at the meetings of the Council.
- (d) The Council will have the following 3 ex-officio Members:
 - (i) Director-General, Nigerian Institute of Medical Research
 - (ii) Chairman, Medical and Dental Council of Nigeria
 - (iii) President, National Postgraduate Medical College of Nigeria.

The ex-officio members who are also Fellows of the Academy shall have voting rights while those ex-officio members who are not Fellows shall not have voting rights.

- (e) Government of Nigeria will nominate one member of the Council through the Federal Ministry of Health. The member so nominated, if a Fellow of the Academy, shall have voting right, failing which he/she shall have no voting rights.
- (f) The Secretary of the Academy shall not be a voting member of the Council.

3. Tenure:

- (a) The President will hold office for 3 years and will not be eligible for re-election.
- (b) The Treasurer and 15 elected members of the Council will each hold office for 3 years. After the first 3 years of inauguration of Council, one-third of the 15 elected members of the Council will retire every year and will be eligible for re-election for another consecutive term of 3 years. Thereafter, there must be a lapse of one year before he/she is eligible for election again and similar cycle may continue. Likewise, the Treasurer will be eligible for re-election for another consecutive term of 3 years. Thereafter there must be a lapse of one year, before he/she is eligible for election again and similar cycle may continue
- (c) The Vice-President will hold office till expiry of his/her term as elected member of the Council.

- (d) No Fellow may hold more than one office of the Academy as defined under 2 (b) at one and the same time.

4. Authorities of the Academy:

- (a) The Academy is authorized to collect fees and subscriptions, receive donations or to generate other incomes and to hold funds and utilize funds for fulfilling the objectives of the Academy.
- (b) The Academy shall have full powers to manage its property, to invest and deal with money of the Academy, to borrow money and to transact monetary and other dealings in any other way for fulfilling the objectives of the Academy.
- (c) The Academy is authorized to publish proceedings, journals, monographs, transactions, reports and other publications.
- (d) The Academy is authorized to take steps to improve academic standards in medical and allied subjects. This includes developing patterns for education, examination, uniformity of standards etc. These may be acted upon by the Academy or recommended to appropriate authorities.
- (e) The Academy is authorized to make Rules, Regulations and Byelaws for its smooth running. Rules and Regulations can be made and amended by the Council but will come into force only after approval of the General Assembly by electronic ballot. Bye-laws can however be made and amended by the Council. They will come into force immediately but are subject to confirmation by the General Assembly at its next meeting.

5. Academy Year:

Academy year shall be from 1st January to 31st December. However, the new members of the Council shall start functioning from the day next to the date the President of the Academy ratifies the results of the election. The Council as constituted will continue to function up to that time. The newly elected President will be installed immediately following the end of Convocation and before the Academic procession leaves the Hall.

For calculation of years of standing as Fellow only full calendar year i.e. 1st January to 31st December is taken into consideration. Fractions before and after full calendar year shall be ignored.

6. Amendment to Memorandum of Association:

The Memorandum of Association (MOA) can be amended by a resolution of the General Assembly to be adopted by three fourth majority by electronic ballot. The procedure shall be as under:

- (a) The Council may initiate the process for amending MOA by approving, in a duly constituted meeting, the proposed amendment(s) by 2/3 of the members present and voting in favour. The amendment(s) so approved shall be placed before next Annual General Assembly. At the meeting, original or amended resolution may be passed by simple majority. If passed, the same will be sent to Fellows for electronic ballot, giving choice of 'yes' or 'no' only.
- (b) If 3/4 of the valid votes polled are in favour of the amendments to MOA, they will be considered as passed.

- (c) The amendments to MOA so passed will come into force immediately after electronic ballot result.

7. Functions of the Academy:

- (a) To recognize and encourage merit in all branches of bio-medical and allied sciences and to confer distinctions, awards and such honours on Fellows/Officers and others, commensurate with their achievements.
- (b) To seek the cooperation of and coordination with other biomedical and scientific academies, institutions, societies and associations as well as government bio-medical and scientific departments and services in Nigeria and abroad.
- (c) To undertake bio-medical scientific research of national and international importance and to assist the Government of Nigeria and its agencies in developing policies and programmes on biomedical and public health issues.
- (d) To publish proceedings, journals, monographs, transactions, reports and other material as and when necessary.
- (e) To establish, promote and maintain a liaison between bio-medical sciences and other disciplines.
- (f) To secure and manage funds, endowments, and properties, for the promotion of the objectives and for carrying out the functions of the Academy.
- (g) To take all possible steps to attain uniformly high standards of medical education, post-graduate medical examinations and medical practice in Nigeria.
- (h) To undertake any other steps considered necessary for the fulfillment of the above mentioned functions of the Academy.
- (i) To amend rules, regulations, and bye-laws as and when considered necessary.

8. Fees and subscriptions:

- (a) **Admission Fee:** The person accepted as a Fellow shall pay an admission fee of N250, 000.
- (b) **Annual Subscription:** Fellows shall be required to pay an annual subscription of N50,000 only until the attainment of the age of 70 years.
- (c) **Life Subscription:** Fellows may elect to pay Life subscription of N500,000 (after payment of Admission Fee).
- (d) The Council may determine any change in the amount of Life subscription and such change shall come into force after endorsement of the General Assembly.
- (e) At least 50% of Life subscription shall be credited to the Capital Fund of the Academy.
- (f) Patrons and Honorary Fellows are exempted from paying any fees.
- (g) All these fees are non-refundable. Admission fees must be paid before conferment of Fellowship.

9. FELLOWS OF THE ACADEMY

A. Foundation Fellows

Foundation Fellows shall be constituted by the Trustees and also all interested Nigerians who are past or present Presidents and Registrars/Secretaries-General of National Postgraduate Medical College of Nigeria (NPMCN), West African College of Surgeons and West African College of Physicians. Other academics that may be specially invited are past and present Provosts/Deans of Medical Schools, medically qualified Vice-Chancellors and Director-Generals of the Nigerian Medical Research Institutes who are well-grounded Professors and must have displayed Excellence in Teaching and Research in the Health Sciences. Foundation Fellows shall signify their interest in writing and pay the Admission fee.

B. Admission of New Fellows into the Academy:

The election of Fellows shall be governed by Regulations determined by the Council. Any amendments or changes thereof shall require to be approved by the General Assembly by electronic ballot.

- (a) Yearly intake of Fellows shall not exceed 20.
- (b) The procedure for election of Fellows will be according to Regulations.
- (c) Bond of Obligation: All those elected as Fellows of the Academy shall execute the following Bond of Obligation before their admission:

“I, the undersigned, do hereby engage that I will endeavour to promote the interest and welfare of the Nigerian Academy of Medicine, observe its Rules and Regulations so long as I continue as a Fellow thereof and conduct myself in the best professional traditions as expected of the Fellow of the Academy”.
- (f) It is only after fees as per Rule 8(a) are paid and Bond of Obligation executed that the nominee/applicant becomes eligible to receive the Scroll at Annual Convocation. He/She is admitted as Fellow and his/her name is entered in the Register on the day of the Convocation when he/she was awarded a Scroll.
- (g) The Secretary shall communicate in writing to the nominees/candidates duly elected to the Fellowship. The communication will be accompanied by a copy of the Bond of Obligation to be executed as per Rule 9B (f), and the Memorandum of Association and the Rules and Regulations, currently in force.
- (h) Copy of Rules 8, 9 and 14 shall be printed on the letters sent to those elected as Fellows notifying their election.

10. Election of Honorary Fellows:

The procedure to elect Honorary Fellows shall be laid down in the Regulations. The number of Honorary Fellows shall be limited to not more than 10% of the General Assembly.

11. Privileges of Fellows:

Fellows shall be entitled to the following rights and privileges:

- (a) To be present and vote at all Meetings of the General Assembly.
- (b) To propose and second candidates for Fellowship but Members of Credentials Committee shall not be permitted to propose and second candidates for Fellowship.
- (c) To be availed of the facilities of the Academy subject to the prescribed regulations.
- (d) To receive copies of the proceedings and transactions of the Academy issued during the continuance of their Fellowship and of such other publications as the Council may decide from time to time; and subject to the discretion of the Council, to purchase, at a reduced price, any of the Academy's publications/learning resource materials.
- (e) To fill any office of the Academy on being duly elected thereto.
- (f) To use the acronym of Fellow of the Academy of Medicine, **FAMed**, after their names.

12. Fellows in Diaspora.

Fellows living outside the territorial limits of Nigeria shall be entitled to the privileges contained in Rule 11 except clause (e) and also serve on any Committee appointed by the Council.

13. Honorary Fellows.

Honorary Fellows shall be entitled to the privileges contained in Rule 11 except voting rights and clause (e). They may serve on any Committee appointed by the Council.

14. Convocation:

Every elected Fellow who has paid his/her admission fee and subscription and has returned the Bond of Obligation duly signed by the Chairman of the Credentials Committee to the President, who, addressing him/her aloud by name, shall say, "In the name and by the authority vested in me as the President of the Nigerian Academy of Medicine, I admit you as a Fellow thereof." He/She will then present him/her with a scroll in the form prescribed by the Council certifying his/her election to the Academy. Thereafter the Fellow shall sign a duplicate of the aforesaid Bond of Obligation in the book kept for the purpose. No elected Fellow shall convoke *in absentia* or by proxy.

15. Election of Members of the Council including Officers.

The Officers and other members of the Council shall be elected by the Fellows by electronic ballot.

For the above, the following procedure will be followed:

- (i) **Council Members:**
 - (a) A list of Council members of the current and the two preceding years, indicating the vacancies that will be occurring in the ensuing year, shall be circulated to the Fellows inviting nominations for filling up the vacancies. The nominations should reach the Secretary accompanied by a written consent of the candidate proposed. A candidate for the post of a Council member should have been more than five calendar years as a Fellow, if not a Foundation Fellow.

- (b) The nominations shall be scrutinized for their validity by a Committee consisting of at least 3 Fellows to be appointed by the President
- (c) The eligible candidates shall be so informed and permitted to withdraw within a period of two weeks if they so desire.
- (d) The ballot papers in respect of the valid nominations will then be circulated electronically to all the Fellows for voting. A brief bio-data of the nominees as per prescribed format shall accompany the ballot paper.
- (e) The election will be by a simple majority.
- (f) The Council as constituted in accordance with these Rules shall continue in office, until their successors have been duly elected and notified.

(ii) President:

- (a) Every three years or whenever there is vacancy, nominations shall be invited to fill the Post of President. The Secretary shall send the circular to all Fellows enclosing the Nomination Paper. Duly proposed and seconded Nomination Papers with written consent of the proposed candidate should reach the Secretary on or before the date and time fixed for the purpose. The candidate must have a standing of more than TEN calendar years as a Fellow (if not a Foundation Fellow) and must have served as elected member of the Council or as Treasurer, for a minimum period of full term of three years.
- (b) The nominations shall be scrutinized for their validity by a Scrutiny Committee consisting of at least 3 Fellows to be appointed by the President.
- (c) The eligible candidates shall be so informed and permitted to withdraw within a period of 2 weeks if they so desire.
- (d) The ballot papers in respect of the valid nominations will then be circulated electronically to all the Fellows for voting. A brief bio-data of the nominees as per prescribed format shall accompany the ballot paper.
- (e) The election will be by a simple majority.

(iii) Vice-President:

For election of Vice-President, nominations will be invited from members of the Council duly proposed and seconded. The nominee for the office of Vice-President shall be an elected member of the Council and will give written consent for his/her nomination. Candidate for the office of the Vice-President should have standing of more than 8 calendar years as a Fellow (if not a Foundation Fellow). There will be a secret ballot for election of the Vice-President by the members in a meeting of the Council, if necessary.

(iv) Treasurer:

- (a) Every three years nominations shall be invited to fill up the Post of Treasurer. The Secretary shall send the circular to all Fellows enclosing Nomination Paper. Duly proposed and seconded Nomination Paper with written consent of the proposed candidate should reach the Secretary on or before the date and time fixed for the

purpose. The candidate must have a standing of more than eight calendar years as a Fellow, out of which he/she must have served as elected member of the Council, for a minimum period of full term of three years (if not a Foundation Fellow).

- (b) The nominations shall be scrutinized for their validity by a Scrutiny Committee consisting of at least 3 Fellows to be appointed by the President.
- (c) The eligible candidates shall be so informed and permitted to withdraw within a period of 2 weeks if they so desire.
- (d) The ballot papers in respect of the valid nominations will then be circulated electronically to all the Fellows for voting. A brief bio-data of the nominees as per prescribed format shall accompany the ballot paper.
- (e) The election will be by a simple majority.
- (v)** Open canvassing of any sort will disqualify the candidate. Canvassing includes (a) issuance of an appeal soliciting the votes by print or electronic media and/or (b) casting aspersions on other candidate(s) and/or (c) collection of ballot papers personally or by any Fellow on his/her behalf.

Note: Complaints, if any, about the canvassing or malpractices should be made by the complainant in writing to the Council, duly supported with evidence.

- (vi)** Each year one third (5) of the 15 elected members of the Council excluding the President and Treasurer shall retire from the Council and will be eligible for re-election as per rule 3(b).
- (vii)** In the event of a vacancy occurring during the year in the office of the President, Treasurer or a member of the Council, the following procedures will be followed:
 - (a) President: There will be a fresh election as described above. The President elected shall have a full term of 3 years from the date of his installation.
 - (b) Treasurer: He/She will be elected by the members of the Council from amongst themselves and he/she will hold office for the remaining period of his/her tenure as a member of the Council.
 - (c) Members of the Council: The person securing the highest number of votes next in the list of members elected at the latest Council election will be invited for the remaining term of the vacancy created.
- (viii)** In the absence of President, his/her duties will devolve in the following order: Vice-President, Treasurer, a member of the Council designated by the President.
- (ix)** In the event of sudden vacancy in the office of the Treasurer, the President shall designate one of the Council members to function in this capacity until the next meeting of the Council where a Treasurer will be elected by the Council as under Rule 15(vii)b. This vacancy will be filled only for the remaining tenure of that office.

16. Powers and Duties of the Council:

- (a) To manage the affairs of the Academy and to take such action including making or amending the Rules and Bye-laws as may be conducive to good administration of the Academy and attainment of its aims and objectives.
- (b) To consider all communications addressed to the Academy and in the case of those to be submitted to a General Assembly, to determine the order of such submission.
- (c) To superintend and direct the publication of the periodical or other works published by the Academy.
- (d) To appoint as many salaried officers, clerks and other employees as deemed necessary; to define their duties, allowances, salaries, gratuities and privileges; and to dispense with their services as occasion may require and to suspend or dismiss them.
- (e) To acquire, exchange, or otherwise dispose of property in such manner as it may, in its opinion, be best and conducive to advance the objectives and interests of the Academy.
- (f) To review the audit report of the previous year and to take such action as deemed necessary in the interest of the Academy.
- (g) To prepare and submit to the Annual General Assembly, a report on the general concerns of the Academy. Such report shall set forth the income and expenditure for the year ending 31st December, the balance in hand, the debts and assets, the estimated income and expenditure of the succeeding year, the property of the Academy, and the progress of the Library and other facilities.
- (h) In conformity with provisions of the Corporate Affairs Commission, the Council shall be empowered to take legal proceedings under the Act for the recovery of any sums due from Fellows who, after receiving due notice of their liabilities refuse to pay them.
- (i) To assign additional duties and powers to the Secretary.
- (j) To appoint Committees as are considered necessary for the discharge of the function of the Academy.

17. Powers and Duties of the President:

- (a) To preside at all Meetings of the Council and General Assembly and to regulate the proceedings at such meetings.
- (b) To ensure implementation of Rules and Regulations of the Academy.
- (c) In case of doubt as to the interpretation of any of the Rules, to decide on the interpretation. In such cases, the President's interpretation shall hold until the next Meeting of the Council, when the interpretation of the Rule should be discussed and finally determined.

18. Resignation:

A Fellow of the Academy, if he/she so wishes, may send a letter of resignation addressed to the Secretary. His/Her resignation will be considered by the Council and, if accepted, will be effective from the date decided by the Council, but not earlier than one requested by him/her.

19. Removal of a Fellow from the Academy:

A Fellow may be removed from the Academy for any one or more of the following reasons:

- (a) If in the opinion of the Council, he/she has acted against the interest of the Academy.
- (b) If he/she has violated the Rules of the Academy.
- (c) If he/she has brought the functioning of the Academy under disrepute.
- (d) If he/she has demonstrated proven personal/ professional misconduct.
- (e) If he/she is convicted by a Court of Law for any offence involving moral turpitude.
- (f) In the event of a Fellow resigning or being removed from the Fellowship, the Fellow shall cease writing FAMed after his/her name.
- (g) The proposal for removal from Fellowship on the above grounds shall be placed before the Disciplinary Committee and the full report of the deliberations and recommendations shall be placed before the Council by the Secretary as a regular item of the agenda. The Fellow shall be given at least six weeks' notice in writing, stating the grounds for the proposed punitive measure. He/She shall be given an opportunity to represent his/her case in person and/or through a written submission. After giving due consideration to the above, the Council will take a decision by ballot for his/her removal. This decision will be presented before the General Assembly at its next meeting.
- (h) Fellows removed under the operation of Rule 19 shall not be eligible for re-election /re-enrolment.

20. Duties of the Secretary:

The Secretary shall be a Full-Time paid officer of the Academy who is in charge of the day-to-day activities of the Academy and shall be responsible to the President in the performance of his/her duties

- (a) It is his/her duty to implement/execute all decisions of the Council and General Assembly.
- (b) He/She has to undertake all assigned functions of the Academy which include:
 - (i) Conducting all correspondence on behalf of the Academy
 - (ii) Drafting minutes of meetings of General Assembly and of the Council and after approval by the President, circulate the same to Fellows and Council members as appropriate.
 - (iii) Making announcement(s) at the meetings of the General Assembly as decided by the Council including the announcements of grants, gifts/donations made to the Academy or any other matter.
 - (iv) To be fully conversant with Memorandum of Association, Rules, Regulations and Bye-laws of the Academy and to follow the same meticulously. In case of any likelihood of deviation, he/she should bring the same to the notice of the President and the Council and/or concerned person for prevention or rectification.
 - (v) To be present at all General Meetings, Council meetings and other meetings except Credentials Committee meetings for providing information when asked for and producing minutes of the meeting.

- (vi). To maintain proper records e.g. record of minutes of meetings, correspondence, accounts, register of Fellows, Honorary Fellows and Emeritus Fellows, Deeds, Stocks, bank accounts, properties, library books, taxes etc.
 - (vii) He/She should see that time schedule for different activities are observed. The process should be initiated well in advance so that timelines are observed.
 - (viii) He/She should supervise work of all his/her subordinate staff. The administrative work of the Academy should run smoothly.
 - (ix) He/She shall draft Agenda of meetings, Annual Report, Annual accounts, Annual budget, etc. in consultation with concerned authorities/persons and submit the same for approval by the Council.
 - (x) He/She shall comply with all requirements of election procedures including issuing notices, preparing voting papers and other materials, sending them to Fellows, receiving envelopes, helping scrutinizers & tellers.
 - (xi) He/She should disburse salary and maintain discipline among the paid staff of the Academy.
 - (xii) He/She shall prepare drafts of resolutions for different meetings as directed by Council/ appropriate authorities.
- (c) To observe the working of the Academy and report to President as well as to Council any incidence wherein Memorandum of Association, Rules, Regulations, Bye-laws, and Bond of Obligation are not observed or violated.

21. Powers of the Secretary:

- (i) To incur expenditure on the Purchase of stores, stationery and other items for use in the office.
- (ii) To process the emoluments of staff in accordance with the rules.
- (iii) To incur recurring charges of a contingent nature, water and electricity.
- (iv) To grant leave to the Office staff.
- (v) To write off unserviceable articles as per Government Rules for amounts prescribed from time to time.
- (vi) To recruit staff to approved posts or as ad-hoc staff in case of situational exigencies.
- (vii) To take disciplinary actions against members of the staff in accordance with the approved rules.
- (viii) To write Annual Confidential Reports of the paid staff.
- (ix) To sanction Employees of the Council and/or Standing Committees and staff in accordance with the rules.

22. Deputy Secretary/Assistant Secretaries

Should the Academy find it desirable to appoint a paid Deputy Secretary/Assistant Secretaries, such portion of the duties of the Secretary outlined in Rule 20 may be delegated as the Council may decide.

23. The Treasurer.

The term of office of the Treasurer will be for a period of 3 years. The Treasurer shall receive and hold for the use of the Academy subject to Rule 36, all money paid to the Academy; he/she shall disburse all sums due from the Academy and shall keep exact account of all such receipts and payments. The Treasurer shall be ex-officio member of all committees appointed by the Council which deal with financial matters.

24. The Editor and the Editorial Board

The Editor and members of the Editorial Board, who shall all Fellows of the Academy, will be appointed by the Council for a period of 3 years which is renewable for a further term of 3 years only.

25. Decisions of the General Assembly of the Academy are taken by:

- (i) Voting at Annual or Extraordinary General Assembly.
- (ii) Electronic ballot, amongst the Fellows.

26. Meetings of General Assembly of the Academy:

- (a) Academy General Assembly (GA) meetings may be (i) Annual or (ii) Extraordinary.
- (b) Annual GA shall be held at date, time and place decided by the Council. The place of Annual General Assembly is usually at the venue of the Conference.
- (c) Fifteen (15) clear days' notice is necessary for holding any General Assembly.
- (d) As provided in Rules 13, 14, 15 and 16, Fellows are entitled to attend GA meeting; only Fellows in good financial standing are entitled to vote at the meeting.
- (e) Thirty (30) Fellows shall constitute quorum.
- (f) (i) When there is no quorum at the notified time but a minimum of 15 Fellows (half of stipulated quorum) are present, the meeting will be postponed for half an hour, after which it can transact business on the agenda. In absence of stipulated half of quorum, the meeting shall be cancelled.

(ii) The postponed meeting due to lack of quorum is authorized to discuss and decide on only those topics which are on the agenda; anything permitted by the Chair may be discussed but no decision shall be taken.

(iii) In absence of the President, Vice-President shall preside over the GA meeting. When both are absent, Treasurer shall preside. In absence of all three, the most senior member of

the Council present will take the Chair. In absence of all of these, the Fellows present will elect one of them to be the Chairman for that GA meeting.

27. Agenda for the Annual General Assembly:

- (a) Adoption of the minutes of the last Annual General Assembly. Also adoption of minutes of last extraordinary General Assembly, if held.
- (b) Matters arising out of (a).
- (c) Announcement and exhibition of presents and/or donation made to the Academy since last Annual GA.
- (d) Names of Fellows admitted to the Academy during the year.
- (e) Annual Report of the Academy.
- (f) Auditors' Report.
- (g) Financial Report and Budget proposals.
- (h) Resolutions proposed by the Council.
- (i) Resolutions duly proposed and seconded by Fellows and endorsed by the Council.
- (j) Other reports and communications from the Council.
- (k) Consideration of suggestions or any other communications received from the Fellows not less than one month before the General Assembly. Also consideration of any suggestions from Honorary Fellows or others.
- (l) The order in which matters in (j) and (k) are to be taken up will be as per decision of the Chair.
- (m) Any other matter permitted by the Chair.

28. Method of dealing with resolutions and other matters at the General Assembly:

- (a) Circular of notice of General Assembly shall include its agenda as listed under Rule 27.
- (b) Circulation of Annual Report, statement of audited Annual Accounts, Annual Budget and any other report prepared by the Council to be placed before General Assembly and any other matters to be considered by the General Assembly as decided by the Council.
- (c) After discussion on an item of the agenda, if there are no amendments, it is put to vote. Ordinarily the voting is by show of hands. But if a Fellow calls for division, votes will be cast by ballot and counted. The Chairman himself/herself may decide for division. Decision of the Chairman after division is final.
- (d) If there are amendments, each amendment is dealt with one by one. After discussion, voting will be conducted by the same method outlined above.
- (e) If none of the amendments is passed, original resolution is put to vote by the same method outlined above.

- (f) Provision in (c) above will not be applicable when there is specific provision for voting by ballot.
- (g) Provision in (c) above will also not be applicable when General Assembly decides by majority vote to conduct voting by ballot for a particular item.
- (h) The Chairman shall have an original and a casting vote.

29. Record of protest:

When a Fellow thinks that a particular decision taken by the General Assembly of the Academy is grossly improper, he has a right to record his protest together with reasons. This has to be in writing and should reach the Secretary within 2 weeks from the date of the meeting. This protest shall be recorded at the end of the minutes of that meeting in the minute book.

30. Extraordinary Meeting of the General Assembly of the Academy:

An Extraordinary Meeting of the General Assembly of the Academy shall be called when-

- (a) The Council considers it necessary.
- (b) 10% or more of total strength of Fellows sign a requisition calling upon President to convene a meeting for a specific purpose.
- (c) Minimum notice for such a meeting shall be 15 days.

31. The following important matters shall be referred for electronic ballot to all the Fellows:

- (a) Amendments to the Regulations governing the election of Fellows and any other matter relating to it.
- (b) Amendments to the Regulations governing the election of Council members and any other matter relating to it.
- (c) Amendments to Regulations of the Academy as proposed and approved by the Council.
- (d) Any other matter deemed necessary by the Council.

The Amendments under Rule 31 dealing with the above matters as passed by the General Assembly of the Academy shall be sent to all Fellows of the Academy for electronic ballot with option of 'Yes' or 'No' only, for the whole ballot. The amendments will come into effect the day result of electronic ballots are declared with the requisite simple majority of 'Yes' votes.

32. Meetings of the Council and of the Committees appointed by the Council:

The following Rules should be applicable to meetings of the Council:

- (a) The Council shall meet at such place and time as may be deemed necessary, and make such regulations which are not inconsistent with the Rules for summoning and holding of the meetings of the Council and for the transaction of business at such meetings.

- (b) The President may himself/herself also summon a Special Meeting of the Council giving notice to all other Members or when five or more Members of the Council sign a requisition calling upon the President to convene a meeting for a special purpose.
- (c) Only six Members of the Council shall form a quorum.
- (d) The President, or in his/her absence the Vice-President, shall take the Chair, if neither the President nor the Vice-President be present within 15 minutes after the hour appointed, the Fellows present shall elect a Chairman.
- (e) The ordinary method of voting shall be by show of hands but the votes shall be taken by ballot on motion to this effect being duly carried, or when these Rules provide for such method of voting.
- (f) In the event of a tie, the Chairman shall have a casting vote besides his/her own.
- (g) The voting on any question, except if it be one of adjournment shall, on the demand of the majority of Fellows present, be postponed to the next ensuing meeting, when such question shall be disposed of without further postponement.
- (h) Minutes of every meeting of the Council shall be recorded by the Secretary, and be entered in the Minutes Book. A copy of the minutes shall be sent to all Members of the Council. The minutes shall be confirmed at the next meeting.

33. Honours, Distinctions and Awards:

A Past President or Fellow of the Academy may be conferred Emeritus status for outstanding service to the Academy and may be so designated.

- (a) Emeritus Fellows shall be elected by the Council by simple majority on the recommendations of the Ceremonies Committee.
- (b) The privileges of Emeritus Fellows will be decided by the Council from time to time.

34. Standing Committees

- (a) There shall be the following standing committees:
 - (i) Finance Committee,
 - (ii) Research & Innovations Committee,
 - (iii) Publications Committee,
 - (iv) Ceremonies Committee,
 - (v) Management Committee
 - (vi) Building Committee,
 - (vii) Disciplinary Committee.
 - (viii) Credentials Committee

- (b) The Council may decide to have additional standing committees with specific terms of reference for the smooth functioning of the Academy.
- (c) The Council will nominate members of different standing committees on the basis of their competence and expertise in the subject. Each Standing Committee will have a maximum of 12 Members with the proviso that the Academic Council will have a maximum of 24 members, excluding ex-officio members.
- (d) Fellows of the Academy are eligible to be members of these Standing Committees.
- (e) The Council shall review terms of reference of Standing Committees as and when necessary.
- (f) Each Standing Committee will elect its own Chairman and Secretary.
- (g) The Secretary of the standing committee shall keep a record of its deliberations and submit the report to the Council through the Chairman of respective Committee.
- (h) As a general rule, Members of a standing committee shall serve for a period of 3 years and shall be eligible for re-nomination.
- (i) All the standing committees are advisory in nature; the Council shall take the final decision on the recommendations of the Standing Committees.

35. Approved Travelling Expenses:

- (a) Travelling Expenses will be payable to the following at the rates prescribed by the Council from time to time.
 - (i) Council Members,
 - (ii) Members of Standing Committees,
 - (iii) Members of other Committees appointed by the Council or General Assembly,
 - (iv) Observers for academic assignments as appointed by the Academy.
- (b) Travelling Expenses will be payable to full time paid staff of the Academy at the rates approved by the Council from time to time.

36. Chapters of the Academy:

Chapters of the Academy may be created as determined by Council when appropriate.

37. Funds and Accounts:

- a. The Finance Committee of the Council will keep a check on the budget and the funds of the Academy. The accounts, and vouchers of the receipts and expenditure of the Academy shall be audited by a firm of Auditors appointed by the Council for the purpose. The annual statement of account shall after professional audit and its review by the Finance Committee, be printed in the Report of the Academy.

- b.. The Council may authorize the Treasurer to invest any amount of the funds in a reputable commercial bank.
- c. All securities and monies, and papers dealing with the moveable property of the Academy shall be lodged for safe custody at any commercial Bank in Nigeria. Investments of the Academy may also be made in fixed deposits accounts in scheduled Banks or such undertakings as approved by the Government from time to time.
- d. The signatories to the accounts of the Academy shall be President, Treasurer and Secretary and any two can authorize a transaction.

38. Board of Trustees

- 1. (a) The Board of Trustees shall be made up by Ten (10) Trustees appointed from among Fellows of the Academy at an Annual General Assembly.
- (b) Five Trustees shall retire every five (5) years in the order of their appointment or through lot if more than five were appointed at the same time.
- (c) Every Trustee shall be informed at the time of his appointment of his/her tenure as a Trustee.
- (d) The retiring Trustee(s) shall not qualify for a reappointment without a break of five years.
- (e) The retired Trustee(s) shall be replaced at an Annual General Assembly.
- 2. The Trustees (hereinafter referred to as “the Trustees”) shall be known as “The Registered Trustees of the Nigerian Academy of Medicine”.
- 3. All properties of the Academy freehold, leasehold and other interest in land acquired for the use and benefit of the Academy shall be vested in the Board of Trustees.
- 4. The Trustees shall deal with the properties of the Academy as directed in writing by Council.
- 5. In the event of the death, resignation or removal of a Trustee, the next Annual General Assembly shall appoint a replacement.
- 6. The Trustees shall apply for a Certificate of incorporation under the land (Perpetual Succession) Act. CAP 98 – and as may be subsequently amended whenever required.
- 7. A Trustee shall cease to hold office if he/she:
 - i. Resigns
 - ii. Is suspended or ceases to be a member of the Academy
 - iii. Becomes mentally, physically or otherwise incapacitated
 - iv. Is officially declared bankrupt
 - v. Is convicted of a criminal offence including dishonesty by a Court of competent jurisdiction
 - vi. Is removed from office by a majority vote of financial members present at an Annual General Assembly of the Academy.
 - vii. Permanently ceases to reside in Nigeria

- viii. Is deceased
 - ix. Retires as in 38 (1 b).
8. The Trustees shall have power to accept and hold in Trust all land belonging to the Academy and to acquire land on behalf of the Academy subject to such conditions as the may be imposed by the appropriate authorities.

39. Common Seal

- A. The Trustees shall have a common seal
- B. Such common seal will be kept in the custody of the Secretary who shall produce it when required for use by the Trustees or as decided by the Board of Trustees.
- C. All documents to be executed by the Trustees shall be signed by at least SIX of them and sealed with the common seal.

40. Miscellaneous:

- a. The Funds of the Academy shall not be re-appropriated for expenditure of any item without the approval of the Council on the recommendation of the Finance Committee.
- b. There shall be kept such record of the proceedings of the Academy, of its General Assembly and of the Meetings of the Council as shall be prescribed by the Council from time to time. All Fellows shall be entitled to inspect such records.
- c. All letters, notices, correspondence by Fellows, and other documents connected with the business of the Academy shall be filed in the order of their dates, and shall be preserved.

REGULATIONS

Regulation 1: Procedure for Admission of Fellows

- I. Election: The Fellows will be admitted by election as described below.
- II. **Direct Nomination for Fellows:**
 - (a) A Fellow who should preferably be from the same specialty to which the candidate belongs, shall propose a candidate. Members of the Council and of Credentials Committee are not entitled to propose or second nomination for a Fellow.

- (b) A Fellow of any specialty shall second the proposal, provided both the proposer and the seconder are in good financial standing. In addition, the nominee shall provide three referees whose confidential reports shall be forwarded to the Credentials Committee.
- (c) The Fellows nominating the candidate should certify from personal knowledge of the professional and scientific standing/achievements of the candidate and furnish other particulars as stated in the Nomination Form prescribed for the purpose.
- (d) The completed nomination form along with requisite documents and reprints should reach the Secretary as per schedule decided by the Council. Late nominations will be kept for consideration in the following year.
- (e) The Secretary shall register every nomination and send acknowledgement to the proposer within 15 days with a copy marked to the candidate.
- (f) The candidate shall be Nigerian citizen or a person of Nigerian origin. Exceptionally a foreign national who may have done outstanding work in Nigeria or for Nigeria in his/her own country may be considered.
- (g) All communications on the subject of candidature shall be addressed to the proposer with a copy sent to the candidate.
- (h) The nomination will remain valid for 3 years, after which the person can be nominated afresh, in accordance with prescribed procedure.
- (i) The Secretary, after receiving these nominations, will prepare the list of proposals known as '**List 1**' of proposals for Fellowship for the year of nomination. This list should include those candidates who were not elected during one or two previous years.

III. Advisory Panels:

- (a) Members of the Council shall be invited to nominate members to be appointed into the Advisory Panels for each specialty every year. Fellows with more than 5 calendar years standing are eligible to serve on the Advisory Panels. The Fellows must also belong to the same specialty, or an allied specialty whenever it becomes necessary.
- (b) The Secretary will tabulate all nominations for each specialty and also provide the list of names of eligible Fellows who may serve on the Advisory Panel. Both lists will also indicate whether any nominee by the Council is a Proposer or Seconder for any candidate, under consideration.
- (c) The President and the Chairman of the Credentials Committee will jointly review the nominations and select the Members of the Advisory Panel, preferably from the nominations provided by the members of the Council.
- (d) '**List 1**' of proposals for Fellowship for the year as indicated in II(i) will be separated specialty-wise and sent to each member of respective Advisory Panels.
- (f) Each Member of the Advisory Panel will assess the proposals and award credits in accordance with the format approved by the Council from time to time and in addition, mark each nominee as highly suitable, suitable, not suitable, and absolutely unsuitable. This would be applicable to all nominations.

- (g) The Secretary, after receiving the reports from the members of Advisory Panels, will forward the same to the Credentials Committee.

IV. Credentials Committee:

- (a) Credentials Committee will consist of 7 members including Chairman. It will consider recommendations from members of the Advisory Panels and send its recommendations to the Council.

- (b) Two Members of the Credentials Committee will retire every year. Therefore every year, the vacancies shall be filled by election.

- (c) The Secretary will invite nominations, from Council members who are Fellows, for nomination into Credentials Committee which will consist of Fellows belonging to specialties as underlisted:

(i)	Basic Medical Sciences	(1 Member)
(ii)	Basic Clinical Sciences	(1 Member)
(iii)	Medical Specialties	(1 Member)
(iv)	Surgical Specialties	(1 Member)
(v)	Dental Specialties	(1member)
(v).	Community Health and Primary Care	(1 Member)
(vi)	Medical Education/Hospital Administration	(1 Member)

- (d) Any Fellow, who is not a Foundation Fellow but is more than 7 calendar years' standing, is eligible to serve on the Credentials Committee.

- (e) All elections concerning Credentials Committee shall be by simple majority.

- (f) Election will be conducted group wise from valid nominations received. Each Member of the Council, who is a Fellow, will cast his votes by secret ballot.

- (g) In case any person so elected is unable to serve as member of the Credentials Committee, the person next on the list resulting through Council ballot for the group will be requested to serve.

- (h) Chairman of Credentials Committee: Members of the Credentials Committee will elect one of their members, who is a Foundation Fellow or one who is more than 10 years as a Fellow, as the Chairman at the inaugural meeting convened by the Secretary on instructions of Council.

- (i) If the Chairman of the Credentials Committee is not able to attend a particular meeting, the members of the Credentials Committee present shall elect a Chairman for that meeting. Only a Foundation Fellow or a Fellow of more than 10 years' standing can be elected to act.

- (j) A member of the Credentials Committee, after serving for a period of 3 years, is eligible for re-election by the Council for another term of 3 years and thereafter, a lapse of 1 year must be observed before re-election.

- (k) The tenure of the Chairman, Credentials Committee will be three years, unless his/her term as member of Credentials Committee ends earlier and he/she is not re-elected.

- (l) A minimum of 5 members would constitute quorum at the meetings of the Credentials Committee in order for the decisions of the meetings to be valid.
- (m) Credentials Committee will consider reports of the Advisory Panel and in addition, award scores based on the prescribed format as approved by the Council. Maximum of six candidates in each specialty will be ranked in accordance with the total credits scored.

The Credentials Committee will recommend up to a maximum of 30 nominees for the award of Fellowship.

- (n) If the Credentials Committee does not agree with any recommendations of an Advisory Panel, it shall record it in its decision and give precise reasons.

V. Election of Fellows by the Council:

At a meeting of the Council, the Council shall, after considering the report of the Credentials Committee, select by secret ballot a number of candidates that shall not exceed 20, from amongst the names recommended by the Credentials Committee.

For the election by the Council to be valid at least 9 Members must be present and voting. A majority of 2/3rd of the Council Members present and voting must have voted for the candidates before he/she is selected.

VI. Final election by all Fellows:

- (a) After the selection by the Council, an electronic ballot paper containing the list of selected candidates, '**List 2**', arranged alphabetically is sent by e-mail to each Fellow. The ballot paper will have two columns marked "Recommended/Not Recommended". It will be accompanied by a brief bio-data of each candidate including the number of publications and the outstanding contributions as mentioned by the proposer.
- (b) In casting the ballot, the Fellows will record their votes in favour of any candidate by putting a cross in the column "Recommended" or "Not Recommended" against such name by putting an "X".

After casting their votes, the Fellows will be required to sign the ballot paper and then scan to be mailed, with a covering letter bearing full names and signature of the Fellows, to the Secretary of the Academy through the registered personal E-mail address.

- (c) If any Fellow wishes to object to the election of any candidate for Fellowship, he/she will record his objection by putting a cross in the column "Not recommended". If one fourth or more of the Fellows voting do not favour the election of any candidate, the candidate will not be eligible for election.
- (d) In case a Fellow has some serious objection against any candidate, he/she shall write a confidential letter addressed to the Secretary of the Academy stating the reasons for the non-suitability for election of such a candidate. Such objection will be considered by the Council, and if the Council decides that there is substance in the objection raised, the candidate will not be elected a Fellow of the Academy, in spite of securing a majority of votes polled.
- (e) The President shall appoint not less than two scrutinizers, who after opening the voting papers, with the Secretary, shall count and record the number of actual votes cast for and

against each candidate. If a Fellow has neither put a cross for or against a candidate, his/her vote will not be counted for that candidate. The Scrutinizing Committee will then convey to the President, the appropriate record. The names of the candidates approved by the President shall forthwith be notified to all Fellows by electronic mail.

VII. Election of Honorary Fellows:

1. A book shall be kept in which Fellows of the Academy may enter the names of eminent persons including foreign nationals whom they recommend as Honorary Fellow, or if the Fellows be not resident at the headquarters of the Academy, he/she may send his/her recommendation by post and ask the Secretary to enter the proposals on his/her behalf, and be accompanied by a statement of the principal grounds on which the recommendation is made and shall be valid for three years only.
2. Not more than two Fellows shall be elected in this category in any one year. This list will be considered by the Council. The decision of the Council will be reported to the General Assembly. There will not be more than 25 Honorary Fellows at any one point of time.

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BOARD OF TRUSTEES

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|----|-------------------------------------|---|----------|
| 1. | Professor. Tolu Odugbemi, DFMC, FAS | - | Chairman |
| 2. | Professor. I. F. Adewole, FAS | - | Convener |
| 3. | Professor Nimi Briggs, FAS | - | Member |
| 4. | Professor. John Idoko, FAS | - | Member |
| 5. | Professor. Jude Uzoma Ohaeri, FAS | - | Member |
| 6. | Professor. Dilli Dogo, FMCS | - | Member |

- | | | | |
|-----|--------------------------------------|---|--------|
| 7. | Professor. Sonny Jeboda, DFMC | - | Member |
| 8. | Professor. Ajesola Majekodunmi, DFMC | - | Member |
| 9. | Professor. J. C. Azubuike, DFMC | - | Member |
| 10. | Professor. S.O. Oduntan, DFMC | - | Member |