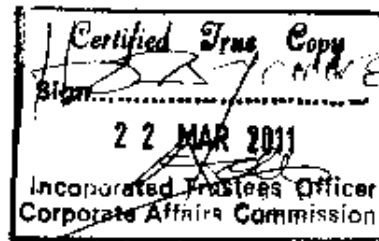


THE FEDERAL REPUBLIC OF NIGERIA

**COMPANIES AND ALLIED MATTERS
ACT 2004**

THE CONSTITUTION

OF



SPECIALISTS

**ASSOCIATION OF FETOMATERNAL MEDICINE
OF NIGERIA**

Corporate Affairs Commission
VERIFICATION
Name
Sign
Date

Corporate Affairs Commission
ASSESSMENT
Name
Sign
Date

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 2004

THE CONSTITUTION

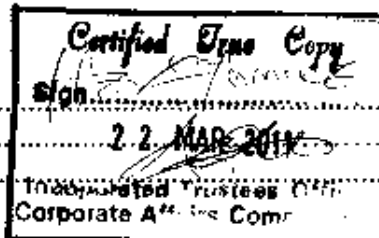
OF

ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA

SPECIALISTS!

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THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 2004
THE CONSTITUTION

OF
ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA
SPECIALISTS

ARTICLE 1

SUPREMACY OF THE CONSTITUTION

- 1.1 This Constitution is supreme and shall have binding effect on all members of the Association.
- 1.2 The Association shall not be administered or managed, nor shall any person or group of persons take control of the Association or any organ thereof, except in accordance with the provisions of this constitution.
- 1.3 Any action or decision purported to have been taken or made pursuant to this constitution which is inconsistent with the provisions of this constitution shall to the extent of the inconsistency be null and void.

ARTICLE 2

NAME, MISSION STATEMENT AND OBJECTIVES



2.1 NAME

The name of the Association shall be **ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA** [hereinafter referred to as "the Association"].

2.2 MISSION STATEMENT

The Association is and shall be a non-profit, non-partisan, non-governmental association, which seeks to fashion out lasting strategies to reduce maternal and perinatal mortality ratios in Nigeria through advocacy, capacity building, quality research and cutting edge services in conjunction with other organizations that are involved in activities relating to:

- 2.2.1 the promotion of quality care to the pregnant woman with pregnancy-related and non-pregnancy related problems;
- 2.2.2 the provision of quality care to the unborn viable fetus;
- 2.2.3 the growth, development and education of the girl child;
- 2.2.4 sexual and reproductive health;

- 2.2.5 initiation and adequate use of antenatal care;
- 2.2.6 quality obstetric care in general, especially emergency services;
- 2.2.7 quality early neonatal care.

2.3 OBJECTIVES OF THE ORGANISATION

The Association shall particularly seek:

- 2.3.1 To promote the growth, development and education of the girl child.
- 2.3.2 To promote and ensure the adequate use of quality antenatal care.
- 2.3.3 To promote the provision of quality care to the pregnant woman with pregnancy- and non-pregnancy-related problems such as heart disease, respiratory disease, kidney disease amongst others.
- 2.3.4 To promote the provision of quality care to the unborn fetus as is possible to correct or prevent abnormalities and complications.
- 2.3.3 To promote quality obstetrics care especially in emergency situations.
- 2.3.4 To promote early neonatal care.
- 2.3.5 To promote and assist in scientific research work relating to antenatal, neonatal and perinatal care and other fields of obstetrics in order to attain an improved quality of antenatal, neonatal and obstetrics care in Nigeria

ARTICLE 3

METHOD OF WORK



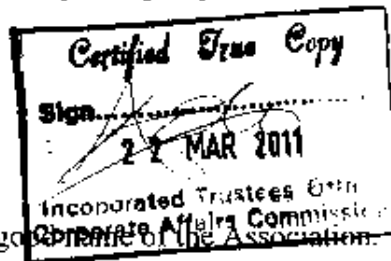
- 3.1 The Association's goals and objectives shall be pursued through advocacy, capacity building, research, publications, training, education and community awareness programmes, documentation, lobbying and networking or campaigns projects.
- 3.2 The Association shall also adopt any other method(s) that is lawful and reasonably necessary or appropriate to achieve the objectives herein stated.

ARTICLE 4

BOARD OF TRUSTEES:

- 4.1 There shall not be less than seven (7) Trustees but not more than ten (10) and such Trustees shall constitute the Board of Trustees of the Association.

- 4.2 The first Trustees of the Association for the purpose of registration under Part C of the Companies and Allied Matters Act, 2004, shall be appointed at a general meeting of the Association by the decision of two-third majority of the members present.
- 4.3 Such Trustees (hereinafter referred to as "The Trustees") shall not be less than seven (7) in number and not more than ten (10) and shall be known as "THE INCORPORATED TRUSTEES OF THE ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA." ^{SPECIALISTS}
- 4.4 Two Trustees shall constitute a quorum for a meeting of the Board of Trustees
- 4.5 A Trustee may hold office for life but shall be subject to regular review by the members in general conference.
- 4.6 A Trustee shall cease to hold office if he or she:
- 4.6.1 resigns or is expelled as a member of the Association;
 - 4.6.2 ceases to be a member of the Association;
 - 4.6.3 falls ill and cannot discharge his/her normal duties as a Trustee;
 - 4.6.4 is declared insane or of unsound mind;
 - 4.6.5 is officially declared bankrupt;
 - 4.6.6 has been convicted of an offence involving fraud or dishonesty by a Court or Tribunal of competent jurisdiction.
 - 4.6.7 is recommended for removal from office by a majority vote of the members of the Association at a General Conference;
 - 4.6.8 dies.
 - 4.6.9 ceases to reside in Nigeria;
 - 4.6.10 engages in conduct prejudicial to the good name of the Association.
- 4.7 Removal of a trustee shall become effective on ratification by the members at a Annual General Conference or by a floor resolution at any General Conference carried by a simple majority.
- 4.8 Upon a vacancy occurring in the number of Trustees a General Conference will be convened as soon as possible to appoint another eligible member of the ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA to fill the vacancy. ^{SPECIALISTS}
- 4.9 The Trustees shall have a common seal which shall be in the custody of the Secretary who shall produce it when required for use by the Trustees.
- 4.10 All documents to be executed by the Trustees shall be signed by any two of them and sealed with the common seal.

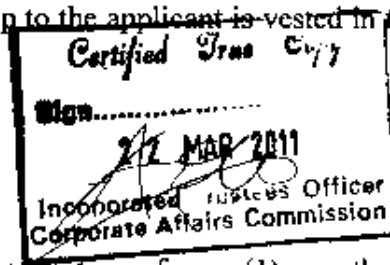


- 4.11 The first Trustees shall apply to the Registrar General, Corporate Affairs Commission for a Certificate of Incorporation under Part C of the Companies and Allied Matters Act, 2004.
- 4.12 If such certificate is granted the Trustees shall have power to accept and hold in trust all land belonging to the Association subject to such conditions as the Registrar General, Corporate Affairs Commission may impose.

ARTICLE 5

MEMBERSHIP

- 5.1 There shall be two categories of membership of the Association, namely:
- 5.1.1 Full membership which shall be accorded Obstetricians and Gynaecologists with at least a Fellowship equivalent to FCMOG.
- 5.1.2 Associate membership may be accorded to stakeholders involved in the reduction of maternal and perinatal mortality in Nigeria.
- 5.2 Every member shall pay a membership fee and subscription fee as shall be fixed by the Executive Council from time to time.
- 5.3 A doctor may become a member of the Association provided he fulfills the following conditions:
- 5.3.1 sends an application in writing on the prescribed form to the Secretary of the Association together with a copy of his credentials showing that he/she satisfies the requirements set out in paragraph 5.1 above.
- 5.3.2 declares his/her intention to abide by the constitution of the Association.
- 5.3.2 undertakes to make financial contributions in such form and within such time limits as may be decided by the General Conference.
- 5.4 The decision to grant or withhold membership to the applicant is vested in the Executive Council.
- 5.5 **LOSS OF MEMBERSHIP:**
- Membership of the Association shall be lost:
- 5.5.1 by withdrawal, subject to a period of notice of one (1) month given to the Executive Council of the Association;
- 5.5.2 by defaulting in the payment of contributions to the Association over a period of two years.



- 5.5.3 in pursuance of a decision of the Annual General Conference on the basis of a report by the Executive Council upon a vote by two-thirds majority of members present and entitled to vote; and
- 5.5.4 upon a decision of the Annual General Conference excluding any member, on the grounds that the attitude or action of such member is regarded by the Annual General Conference as detrimental to the reputation or interest of the Association or that such member's behavior casts discredit upon the profession.
- 5.6 No member shall lose his membership of the Association as a result of his philosophical, religious or political ideologies.
- 5.7 **FEES:**
- 5.7.1 The admission fee for new members and the annual subscription fee shall be fixed from time to time by the Executive Council.
- 5.7.2 Members of the Association shall not be personally liable for the debts and liabilities of the Association.

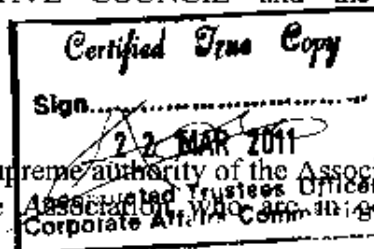
ARTICLE 6

ORGANS OF THE ASSOCIATION

The Association shall consist of an EXECUTIVE COUNCIL and the GENERAL CONFERENCE (MEMBERS).

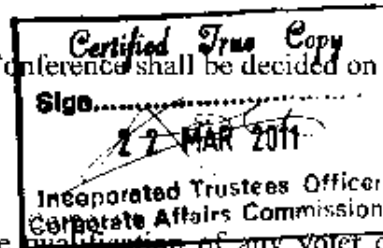
6.1 GENERAL CONFERENCE

- 6.1.1 The General Conference shall be the supreme authority of the Association. It shall be composed of all members of the Association who are in good financial standing.
- 6.1.2 The General Conference shall meet in:
- a. **Regular Session:** Once a year at its annual general conference rotationally in different parts of Nigeria as far as is convenient; or
 - b. **Extra-Ordinary Session:** Whenever and wherever it is convened by the Executive Council or at the request of at least one fifth of its members. The agenda of an extra-ordinary session of the General Conference shall be arranged by the Executive Council but provision shall be made for adequate time for the introduction of other topics for discussion by members of the General Conference.
- 6.1.3 The President shall preside over a General Conference and in his absence, the Vice-President.
- 6.1.4 An Annual General Conference shall be called by at least 3 months notice. All other extra-ordinary General Conferences shall be called by at least thirty (30)



clear days notice but a General Conference may be called by shorter notice if it is so agreed by all the members entitled to attend and vote.

- 6.1.5 The notice shall specify the time and place of the General Conference and the general nature of the business to be transacted.
- 6.1.6 The accidental omission to give notice of a General Conference to or the non-receipt of notice of a Conference by any person entitled to receive notice shall not invalidate the proceedings at that General Conference.
- 6.1.7 No business shall be transacted at any General Conference unless a quorum is present. One tenth of the total number of members, shall constitute a quorum.
- 6.1.8 If a quorum is not present within half an hour from the time appointed for the General Conference, the General Conference shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Council may determine.
- 6.1.9 The Presiding officer may, with the consent of a General Conference at which a quorum is present (and shall if so directed by the General Conference), adjourn the General Conference from time to time and from place to place, but no business shall be transacted at an adjourned General Conference other than business which might properly have been transacted at the General Conference had the adjournment not taken place. When a General Conference is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned General Conference and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 6.1.10 Any issue put to the vote of a General Conference shall be decided on a show of hands.
- 6.1.11 Every member shall have one vote.
- 6.1.12 No objection shall be raised as to the qualification of any voter except at the General Conference or adjourned General Conference at which the vote objected to is tendered and every vote not disallowed at the General Conference shall be valid. Any objection made in due time shall be referred to the president whose decision shall be final and conclusive.
- 6.1.13 The debates in the General Conference shall be validly held irrespective of number of members present except when amendment to the constitution is under consideration.
- 6.1.14 Subject to the provisions of this constitution, the decisions of the General Conference shall be made by a simple majority present and entitled to vote.
- 6.1.15 The General Conference shall hear reports of the Executive Council and the general activities of the Association.



6.2 EXECUTIVE COUNCIL

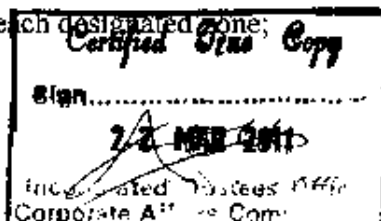
6.2.1 The Executive Council shall be the governing body of the Association and shall be elected by the General Conference.

6.2.2 The Executive council shall be responsible for:

- a. the conduct of the affairs of the Association;
- b. the implementation of the decisions of the General Conference; and
- c. organizing the General Conferences of the Association.

6.2.3 The Executive council shall consist of:

- a. the President as chief executive;
- b. Vice-President as his/her deputy;
- c. the Secretary;
- d. the Assistant Secretaries of each designated zone;
- e. the Treasurer;
- f. the Editor ; and
- g. such other number of persons ~~not exceeding 5~~ in number as the members may appoint at the General Conference.



6.2.4 The President:

- a. shall be the Chief Executive of the Association and the Executive Council;
- b. shall preside over the Executive Council meetings and the General Conference and participate in the proceedings of such meetings with a right to vote at the meeting;
- c. may appoint or employ such number of office staff or assistants as may be necessary for the proper and effective conduct of the affairs of the Association; and
- d. be an alternate CLASS "A" joint signatory to the Association's bank accounts.

- 6.2.5 The Vice-President shall act with the full responsibilities of the president in the absence of the President.
- 6.2.6 The Secretary:
- a. shall be the Chief Administrative Officer of the Association with responsibility for all correspondence, and relations with individual members and other professional bodies;
 - b. shall issue the annual report to the General Conference;
 - c. shall hold and be responsible for the National Secretariat; and
 - d. shall together with the President or Vice President be an alternate CLASS "B" joint signatory to the Association's bank accounts.
- 6.2.7 The Treasurer:
- a. shall be the Chief Financial and Accounting officer of the Association;
 - b. shall receive and bank all subscriptions, levies and donations from members and other bodies;
 - c. shall act as the Auditor of the Association until such a time as separate provision is made for this office;
 - d. shall prepare the annual statement of accounts together with a report to the General Conference; and
 - e. shall together with the President or Vice President be an alternate CLASS "B" joint signatory to the Association's bank accounts.
- 6.2.8 The other members of the Executive Council may appoint any member of the Executive council to act in the absence of the President and Vice-President;
- 6.2.9 The Executive Council shall make regulations for the conduct of the affairs of the Association including staff welfare and discipline but the regulations shall be approved by a simple majority of the members of the Association at a general meeting.
- 6.2.10 The Executive Council shall have the power at any time to fill any vacancy among their members save in the event of any vacancy existing in the office of the President which shall be filled by the Vice President.
- 6.2.11 The Executive Council shall meet thrice a year or whenever it is convened by the President or at the request of at least one third of its members.

Certified True Copy
 22 MAR 2011
 Incorporated Trustees Officer
 of the President's Office

6.2.12 The Executive Council shall validly meet if one third of its members are present.

6.2.13 Decisions of the Executive Council shall be made by a simple majority of its members.

ARTICLE 7

ELECTION OF OFFICERS:

- 7.1 No member shall be entitled to vote or be voted for at any General Conference unless all moneys then payable by him/her to the Association have been paid.
- 7.2 Election of officers shall be at the Annual General Conference.
- 7.3 Election of officers shall be by secret ballot
- 7.4 Election of officers shall be determined by a simple majority vote.
- 7.5 Nominations for officers shall be forwarded to the Secretariat by post, signed by two members in good financial standing not later than four weeks before the Annual General Conference.
- 7.6 There shall be no voting by proxy or correspondence.

ARTICLE 8

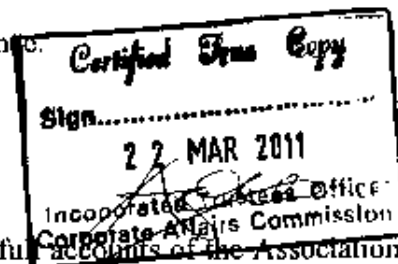
FINANCE:

- 8.1 **AUDIT/ AUDITORS:** The financial affairs and full accounts of the Association shall be duly audited annually by Auditors to be appointed by the General Conference, which audited report shall be prepared and presented annually to the Association at its Annual General Conference.
- 8.2 **BANKERS:** The Executive Council shall appoint bankers to the Association and ensure that full accounts and proper books reflecting the Association's finances are kept.
- 8.3 **FUND RAISING:** The Association shall be free at all times to raise funds and/or accept donations or grants from individuals and Organizations for the purpose of its work.

ARTICLE 9

SPECIAL CLAUSE:

- 9.1 **THE INCOME AND PROPERTY** of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules and Regulations and no portion 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 Association.



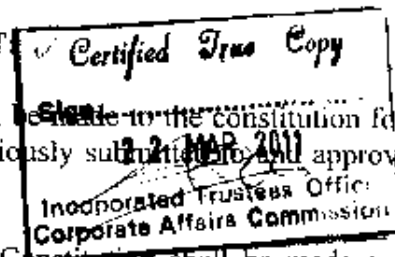
9.2 PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association in return for any service actually rendered to the Association but so that, no member of the Board of Trustees shall be appointed to any salaried office of the Association or any office of the Association paid by fees; and that no remuneration or other benefit in money's worth or money shall be given by the Association to any member of the Board of Trustees except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised, or let to the Association or reasonable fees for services rendered. PROVIDED that the provision last aforesaid shall not apply to payment by any company to a member of the Association being a company in which such member shall hold not more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

9.3 In the event of a dissolution of the ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the said property shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions, having objects similar to the objectives of the Association and the body or bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if in so far as effect cannot be given the aforesaid provision then to some charitable association.

SPECIALIS

ARTICLE 10

AMENDMENTS



- 10.1. NO ADDITION, alteration, or amendment shall be made to the constitution for the time being in force, unless the same have been previously submitted and approved by the Registrar General.
- 10.2 No alteration, addition, or amendment of this Constitution shall be made except by a resolution carried by a simple majority of the members of the Association present at a General Conference of the Association, the notice of which shall have contained particulars of the proposed alterations, addition or amendment.
- 10.3 Any proposal for amendment of this Constitution must be submitted in writing to the Executive Council. The Executive Council shall send the proposal to all members of the Association before a General Conference.
- 10.4 One half of members entitled to vote must be present at a General Conference convened to take decisions on a proposed amendment to this Constitution.
- 10.5 In the event that a quorum is not reached, the General Conference shall be convened again at a time to be fixed by the Executive Council. This second General Conference may take valid decisions irrespective of the number of members present.
- 10.6 A vote by proxy or correspondence shall not be permissible.

ARTICLE 11

INTERPRETATION:

In this constitution, unless it is otherwise expressly provided or implied:

"Association" means the ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA ^{SPECIALISTS}

"Board" means the Board of Trustees of the ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA ^{SPECIALISTS}

"Council" means the Executive Council of the ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA ^{SPECIALISTS}

"Act" means the Companies and Allied Matters Act, 2004

"Constitution" means the Constitution of the ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA ^{SPECIALISTS}

"Seal" means the common seal of the ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA ^{SPECIALISTS}

"Trustees" means the Trustees of the ASSOCIATION OF FETOMATERNAL MEDICINE OF NIGERIA (and trustee has a corresponding meaning) ^{SPECIALISTS}

DATED THIS 10TH DAY OF DECEMBER 2010.


PRESIDENT


SECRETARY

