

# The Constitution and By-Laws of the Nigerian Academy of Audiology (NAA)

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## Section 1 – Preamble and Declaration

We, the members of the **Nigerian Academy of Audiology (NAA)**, having firmly and solemnly resolved to promote and advance the science, education and practice of audiology in Nigeria; to foster unity and collaboration among audiologists, students, researchers, and allied professionals; and to uphold the highest standards of ethics, professionalism, and service to humanity, do hereby give to ourselves this Constitution as the supreme instrument for the governance, growth, and progress of the Academy.

In pursuit of these ideals, we pledge to work with fairness, transparency, and dedication, to safeguard the welfare of our members, to protect the rights of persons with hearing and balance disorders, and to contribute to the improvement of hearing health care and related public health policies within Nigeria and beyond.

## **Section 2 – Name and Status**

### **Name**

The Association shall be known and addressed as the **Nigerian Academy of Audiology (NAA)**, hereinafter abbreviated as NAA and referred to as “the Academy.”

### **Status**

The Academy shall be a **non-governmental, non-profit professional support body**, duly registered in accordance with the laws of the Federal Republic of Nigeria. It shall operate as an independent body while maintaining affiliations and collaborations with relevant national and international organizations in audiology and related health sciences.

## **Section 3 – Mission and Vision**

### **Mission Statement**

The mission of the Nigerian Academy of Audiology (NAA) is to promote the advancement of audiology in Nigeria, advancing the science and practice of hearing and balance care, supporting the education and professional development of audiologists and students, and advocating for policies and services that promote equitable access to quality hearing health care for all.

### **Vision Statement**

The Academy envisions a Nigeria where every individual enjoys the highest standard of hearing health, where audiologists are empowered through education, research, and innovation, and where the profession of audiology is recognized as an essential pillar of public health and patient-centered care.

## **Section 4 – Objectives and Principles**

### **A. Objectives**

The objectives of the Nigerian Academy of Audiology (NAA) shall be to:

1. Promote excellence in audiology education, clinical practice, research, and technology in Nigeria.
2. Provide a national platform for interaction, mentorship, and professional exchange among audiologists, students, and allied professionals.
3. Safeguard the rights and welfare of audiologists and students, while contributing to health policy on hearing, balance, and communication disorders.

4. Increase public awareness on hearing health, prevention of hearing loss, and early intervention strategies.
5. Uphold professional ethics, best practices, and support innovation, continuing education, and international partnerships.

## **B. Principles**

1. NAA shall pursue its objectives without political, religious, ethnic, or social discrimination.
2. NAA shall remain neutral in partisan political matters.
3. All actions and decisions of the Academy of NAA shall be guided by the principles of transparency, accountability, equity, and service to humanity.
4. Members of the Academy of NAA shall uphold professional integrity and act in a manner that protects the dignity of the profession and the welfare of patients.

## **Section 5 – Membership**

### **A. Categories of Membership**

Membership of the **Academy of NAA** shall be open to individuals and organizations committed to the objectives of the Academy and shall consist of the following categories:

1. **Individual Members** – Licensed audiologists and audiology students enrolled in accredited institutions in Nigeria.
2. **Institutional/Chapter Members** – Recognized local or regional audiology associations, academic departments, or training programs that meet the requirements of the Academy.
3. **Associate Members** – Professionals from related fields (e.g., otolaryngology, speech-language pathology, hearing science) who have an interest in audiology but are not licensed audiologists.
4. **Honorary Members** – Individuals who have rendered exceptional service to the development of audiology in Nigeria or internationally, conferred by a two-thirds (2/3) majority of the General Assembly upon the recommendation of the Executive Council.
5. **Life Members** – Members who have demonstrated outstanding commitment or contribution to the Academy and are granted lifetime membership by a two-thirds (2/3) majority of the General Assembly.

## **B. Admission of Members**

1. Applications for membership shall be submitted to the Secretariat of the Academy in the prescribed format and accompanied by applicable dues.
2. Admission shall be subject to the approval of the Executive Council and ratification by the General Assembly where required.

## **C. Termination of Membership**

1. Membership shall cease upon voluntary resignation, graduation without continued professional engagement, non-payment of dues for two (2) consecutive fiscal years, or expulsion for professional misconduct as determined by the General Assembly.
2. A member facing expulsion shall be given fair notice and an opportunity to respond before a final decision is taken.

## **D. Obligations of Members**

All members shall comply with the provisions of this Constitution, pay prescribed dues, and uphold the objectives and ethical standards of the Academy.

# **Section 6 – Rights and Privileges of Members**

## **A. Rights of Members**

1. Every duly registered member of the **Academy of NAA** is entitled to a copy of this Constitution and other official publications of the Academy.
2. Individual and Life Members in good financial standing shall have the right to:
  - a. Vote and be voted for in all elections and decisions of the Academy, subject to eligibility criteria for specific offices.
  - b. Participate in all meetings, conferences, trainings, and activities of the Academy.
  - c. Represent the Academy when duly delegated by the Executive Council.
3. Institutional/Chapter Members shall have the right to send accredited delegates to the General Assembly and to participate fully in Academy activities.
4. Associate, Honorary, and Life Members shall enjoy rights of participation and recognition as specified by the General Assembly, but voting rights may be limited as determined by this Constitution.

## **B. Privileges of Members**

1. Members shall have access to professional development opportunities, mentorship programs, research networks, and publications provided by the Academy.
2. Members in good standing may use the official emblem or logo of the Academy for professional identification, subject to guidelines issued by the Executive Council.
3. Members shall receive certificates of membership or participation in Academy-sanctioned activities, where applicable.

## **Section 7 – Administrative Structure**

For the purpose of effective governance and management, the Academy of NAA shall consist of the following organs:

### **General Assembly (GA)**

- I. The supreme decision-making and policy-formulating body of the Academy.
- II. Composed of accredited delegates from all membership categories as defined in this Constitution.

### **Executive Council (EC)**

- I. The principal administrative organ responsible for implementing the decisions of the General Assembly and managing the affairs of the Academy between GA meetings.

### **Standing Committees**

- Permanent committees established to carry out specific functions of the Academy such as:
  - a. Education and Training
  - b. Public Health and Hearing Awareness
  - c. Research and Innovation
  - d. Professional Development and Ethics
  - e. Policy and Advocacy
- Each committee shall have a Director and other officers as determined by the Executive Council.

### **Board of Trustees**

The legal custodians of the Academy, registered in accordance with the laws of the Federal Republic of Nigeria, and responsible for holding property and safeguarding the long-term interests of the Academy.

## **Section 8 – Officers and Duties**

## **A. National Officers**

The Executive Council of the **Academy of NAA** shall consist of the following officers:

1. **President**
2. **Vice President (Internal Affairs)**
3. **Vice President (External Affairs)**
4. **General Secretary**
5. **Treasurer**
6. **Public Relations Officer (PRO)**
7. **Directors of Standing Committees** (one for each Standing Committee established by the Academy)
8. **Immediate Past President** (*ex-officio*)

## **B. General Duties of Officers**

1. All officers shall uphold the Constitution, safeguard the integrity of the Academy, and execute the policies and decisions of the General Assembly.
2. Officers shall serve without remuneration, except for reimbursement of approved expenses incurred in the course of official duties.
3. Officers shall submit annual reports of their activities to the Executive Council and the General Assembly.

## **C. Standing Committee**

1. **Standing Committee on Education and Training (SCOET)**
2. **Standing Committee on Research and Innovation (SCORI)**
3. **Standing Committee on Public Health and Hearing Awareness (SCOPHA)**
4. **Standing Committee on Professional Development and Ethics (SCOPDE)**
5. **Standing Committee on Policy and Advocacy (SCOPA)**
6. **Standing Committee on International Relations and Exchange (SCOIRE)**
7. **Standing Committee on Membership and Capacity Building (SCOMCB)**

## **D. Specific Duties**

## **1. President**

- Serves as the head of the Academy and provides overall leadership.
- Presides over meetings of the General Assembly and Executive Council.
- Represents the Academy nationally and internationally.
- Signs all official documents and is a mandatory signatory to the Academy's central bank account.
- May take urgent decisions when consultation is impracticable, subject to later ratification by the Executive Council.

## **2. Vice President (Internal Affairs)**

- Acts on behalf of the President in the President's absence or incapacity.
- Oversees membership development, chapter coordination, and recruitment of new institutional members.
- Monitors the activities of local chapters and reports quarterly to the Executive Council.

## **3. Vice President (External Affairs)**

- Manages relationships with external organizations, professional bodies, and international partners.
- Coordinates the Academy's public programs, outreach, and professional exchanges.

## **4. General Secretary**

- Conducts all official correspondence of the Academy and maintains accurate records of meetings, decisions, and activities.
- Issues notices of meetings and circulates agendas in consultation with the President.
- Keeps custody of the Academy's records and is a signatory to the central bank account.

## **5. Treasurer**

- Manages the financial affairs of the Academy, including collection of dues and maintenance of proper accounts.

- Prepares quarterly and annual financial reports and presents them to the Executive Council and the General Assembly.
- Ensures that funds are deposited in the Academy's designated bank account and is a signatory to that account.

#### 6. **Public Relations Officer (PRO)**

- Directs all publicity, media, and communication activities of the Academy.
- Promotes a positive public image and disseminates information about Academy programs and achievements.

#### 7. **Directors of Standing Committees**

- Lead their respective committees, implement programs within their areas of focus, and present annual reports to the Executive Council and the General Assembly.

#### 8. **Immediate Past President**

- Provides guidance and institutional memory to the Executive Council.
- Serves in an advisory capacity without voting rights unless otherwise specified by the General Assembly.

### **D. Tenure of Office**

1. All elected officers shall serve a term of **one (1) year**, renewable for **one additional consecutive term** only, unless otherwise determined by the General Assembly.
2. An officer may resign by submitting a written notice to the Executive Council, which shall appoint an interim replacement pending the next election.

## **Section 9 – Board of Trustees, Advisers, and Patrons**

### **A. Board of Trustees**

1. The **Board of Trustees** shall serve as the legal custodians of the **Academy of NAA** and shall be registered in accordance with the laws of the Federal Republic of Nigeria.
2. The Board shall consist of not fewer than **five (5)** and not more than **seven (7)** members nominated by the Executive Council and ratified by a two-thirds (2/3) majority of the General Assembly.
3. Trustees shall:



- i. Hold in trust all property, funds, and other assets of the Academy.
  - ii. Ensure that the Academy operates within the framework of Nigerian law and this Constitution.
  - iii. Serve as signatories in legal matters concerning the Academy when required.
4. Trustees shall hold office for a renewable term of **five (5) years**, subject to review by the General Assembly.
5. A Trustee's appointment may be terminated by resignation, death, incapacity, or a two-thirds (2/3) vote of the General Assembly for cause.

#### **B. Advisers**

1. Past Presidents of the Academy and other distinguished professionals in audiology or related fields may serve as Advisers.
2. Advisers shall provide technical guidance and mentorship to the Executive Council but shall have no voting rights unless otherwise specified by the General Assembly.

#### **C. Patrons**

1. Patrons may include eminent personalities, health leaders, or public figures who have demonstrated outstanding support for hearing health and audiology in Nigeria.
2. Patrons shall be appointed by the Executive Council and approved by a simple majority of the General Assembly.
3. The appointment of a Patron may be terminated by resignation, death, or a two-thirds (2/3) vote of the General Assembly.

### **Section 10 – Meetings of the Academy of NAA**

#### **A. General Assembly (GA)**

1. The **General Assembly** shall be the supreme decision-making body of the Academy and shall convene **at least once every year** at a time and place determined by the Executive Council.
2. The GA shall consist of accredited delegates from all membership categories and chapters as recognized by this Constitution.
3. The GA shall:

- Review and approve reports of the Executive Council, Standing Committees, and Board of Trustees.
  - Consider and adopt financial statements, budgets, and policy proposals.
  - Conduct elections and ratify appointments as required.
  - Amend this Constitution when necessary in accordance with Section 16.
4. The quorum for the GA shall be **one-third (1/3)** of accredited delegates or such number as the Assembly may prescribe, provided that at least **four (4)** chapters are represented.

#### **B. Executive Council Meetings**

1. The Executive Council shall meet **at least three (3) times** in each fiscal year to deliberate on administrative and policy matters.
2. Emergency meetings may be called by the President or at the written request of at least **one-third (1/3)** of the Council members.
3. The quorum for Executive Council meetings shall be **one-half (1/2)** of its members.

#### **C. Standing Committee Meetings**

1. Each Standing Committee shall meet as often as necessary to fulfill its mandate and shall submit written reports to the Executive Council.

#### **D. Special or Extraordinary Meetings**

1. A Special or Extraordinary Meeting of the Academy may be convened at any time by the President, the Executive Council, or upon the written request of at least **one-third (1/3)** of the Institutional/Chapter Members.
2. Such meetings shall address urgent matters that cannot await the next scheduled General Assembly.

#### **E. Notice of Meetings**

1. Written notice of a General Assembly or Special Meeting, stating the agenda, date, venue, and time, shall be circulated to all members **at least thirty (30) days** in advance.
2. Notices for Executive Council or Committee meetings shall be given **at least seven (7) days** in advance unless otherwise agreed by a majority of members.

#### **F. Mode of Meeting**

Meetings of the Academy may be held **physically, virtually, or in a hybrid format**, provided that the quorum and procedural requirements of this Constitution are satisfied.

## **Section 11 – Finance and Accounts**

### **A. Sources of Funds**

The funds of the **Academy of NAA** shall be derived from:

1. Membership dues and registration fees.
2. Donations, grants, endowments, and bequests from individuals, institutions, or organizations.
3. Fundraising activities, conferences, workshops, and publications approved by the Executive Council.
4. Any other lawful sources consistent with the objectives of the Academy.

### **B. Financial Year**

The financial year of the Academy shall run from **January 1 to December 31**.

### **C. Bank Accounts**

1. The Academy shall maintain a central bank account in the name of the Academy of NAA with a reputable commercial bank operating in Nigeria.
2. Signatories to the account shall include the **President, General Secretary, and Treasurer**, with any two (2) of the three required to authorize withdrawals or transactions.
3. All funds received on behalf of the Academy shall be deposited in the designated account within **seven (7) working days** of receipt.

### **D. Budget and Expenditure**

1. The Executive Council shall prepare an annual budget for presentation and approval at the General Assembly.
2. No expenditure shall be incurred unless provided for in the approved budget or authorized by a majority resolution of the Executive Council, subject to ratification by the General Assembly where necessary.

### **E. Financial Records**

1. The Treasurer shall maintain accurate and up-to-date records of all financial transactions of the Academy.
2. The Treasurer shall present a quarterly financial report to the Executive Council and an annual financial statement to the General Assembly.

### **F. Audit**

1. The General Assembly shall appoint an **Audit Committee** or an independent external auditor to examine the accounts of the Academy annually.
2. The audited financial report shall be circulated to all members at least **fourteen (14) days** before the General Assembly at which it will be considered.

#### **G. Conflict of Interest**

No officer, committee member, or trustee shall directly or indirectly derive personal profit from any transaction of the Academy.

Any potential conflict of interest must be declared to the Executive Council, and the individual concerned shall recuse themselves from related deliberations or decisions.

#### **H. Financial Integrity**

All funds of the Academy shall be used solely for the advancement of the objectives of the Academy and shall not be distributed as profit or dividend to any member.

### **Section 12 – Nominations and Elections**

#### **A. Electoral Authority**

1. The **General Assembly** shall be the supreme electoral authority of the **Academy of NAA**.
2. The General Assembly shall appoint an **Electoral Committee** at least **three (3) months** before any scheduled election to oversee nominations, voting, and the announcement of results.
3. The Electoral Committee shall operate independently and report directly to the General Assembly.

#### **B. Positions to be Filled**

All elective offices of the Academy, including the **Executive Council** positions and any other posts designated by the General Assembly, shall be filled through the procedures outlined in this section.

#### **C. Eligibility for Office**

1. Only **Individual Members** and **Life Members** in good financial standing shall be eligible to contest for elective positions.
2. Candidates must have held active membership for at least **one (1) year** prior to the election and must meet any additional requirements specified by the electoral guidelines.

3. Candidates seeking the office of **President** must have served on the Executive Council or as a Director of a Standing Committee for at least **one (1) full term**, unless waived by a two-thirds (2/3) majority of the General Assembly.

#### **D. Nomination Process**

1. Nominations shall open at least **sixty (60) days** before the scheduled election date and close **thirty (30) days** prior to the election.
2. Nomination forms, along with evidence of membership status and other required documents, shall be submitted to the Electoral Committee.
3. The Electoral Committee shall verify the eligibility of all nominees and circulate the final list of candidates to members at least **fourteen (14) days** before the election.

#### **E. Voting**

1. Voting shall be conducted by **secret ballot**, either physically, electronically, or in a hybrid format approved by the Electoral Committee.
2. Each eligible voting member or accredited delegate shall have **one (1) vote per office**.
3. A **simple majority** of votes cast shall determine the winner, except where otherwise specified by this Constitution.

#### **F. Rotation of Offices**

To promote inclusivity and national representation, elective offices may be **rotated among Nigeria's geopolitical regions** where practicable, as determined by the General Assembly.

#### **G. Term of Office**

1. All elected officers shall serve a term of **one (1) year**, renewable for **one additional consecutive term** only.
2. A by-election shall be conducted within **ninety (90) days** to fill any vacancy arising from resignation, removal, death, or incapacity.

#### **H. Removal from Office**

1. An officer may be removed from office for gross misconduct, incompetence, or violation of the Constitution by a **two-thirds (2/3)** vote of the General Assembly.
2. The affected officer shall be given **at least fourteen (14) days' written notice** of the charges and an opportunity to respond before a final decision is made.

## **I. Transition of Power**

Newly elected officers shall assume office immediately after the official announcement of results and the formal **swearing-in ceremony**, which shall occur no later than **thirty (30) days** following the election.

## **Section 13 – Policies and Procedures**

### **A. Policy Framework**

1. The **Academy of NAA** shall develop, adopt, and maintain written policies and operational procedures to guide its activities, programs, and governance.
2. Such policies shall include, but are not limited to:
  - a. Financial management and procurement policies.
  - b. Membership admission and disciplinary procedures.
  - c. Data privacy and records management.
  - d. Event planning, sponsorship, and partnership guidelines.
  - e. Professional conduct and ethics standards.

### **B. Formulation and Approval**

1. Policies and procedures may be proposed by any member, committee, or officer of the Academy.
2. All policies and procedures shall be reviewed and approved by a **simple majority** of the Executive Council, subject to ratification by the General Assembly where required.

### **C. Implementation and Review**

1. Once approved, policies shall be binding on all members, officers, and committees of the Academy.
2. The Executive Council shall ensure that policies are disseminated to all members and incorporated into the Academy's operational manuals.
3. All policies shall be subject to review at least **once every three (3) years** or as determined by the General Assembly.

### **D. Consistency with the Constitution**

No policy or procedure shall conflict with the provisions of this Constitution.

Where a conflict is identified, the Constitution shall prevail until the policy is amended to ensure consistency.

## **Section 14 – Conflict of Interest**

#### **A. Principle**

Members, officers, trustees, and committee representatives of the **Academy of NAA** shall at all times act in the best interest of the Academy and shall avoid any situation in which personal, professional, or financial interests conflict—or appear to conflict—with the objectives and decisions of the Academy.

#### **B. Disclosure of Interest**

1. Any person holding a position of responsibility within the Academy who has a direct or indirect financial or personal interest in a matter under consideration shall promptly disclose such interest to the **Executive Council** or relevant committee.
2. The disclosure shall be recorded in the minutes of the meeting and communicated to all affected parties.

#### **C. Recusal from Deliberation and Decision**

1. A member who has declared a conflict of interest shall **not participate in discussions, voting, or decision-making** on the matter concerned.
2. The Executive Council may request the individual to temporarily withdraw from the meeting during deliberation of the matter.

#### **D. Prohibition of Personal Gain**

1. No member or officer of the Academy shall use their position to secure **personal advantage, financial profit, or preferential treatment** in any transaction involving the Academy.
2. Any violation of this provision shall constitute **misconduct** and may result in disciplinary action, including suspension or removal from office.

#### **E. Compliance and Enforcement**

1. The Executive Council shall develop guidelines for identifying, reporting, and managing conflicts of interest in accordance with Nigerian law and international best practices.
2. The General Assembly reserves the right to review and sanction any breach of this section by a **two-thirds (2/3)** majority vote.

### **Section 15 – Indemnification**

#### **A. Protection of Officers and Members**

To the fullest extent permitted by the laws of the Federal Republic of Nigeria, the **Academy of NAA** shall indemnify and hold harmless any officer, trustee, committee member, or authorized

representative of the Academy who, in the performance of their duties and in good faith, incurs liability, loss, or expense as a result of actions taken on behalf of the Academy.

#### **B. Conditions for Indemnification**

1. The individual must have acted **in good faith** and in a manner they reasonably believed to be in the best interests of the Academy.
2. Indemnification shall not apply where the liability or expense arises from:
  - a. Fraud, gross negligence, or willful misconduct.
  - b. Acts performed outside the scope of official duties.
  - c. Criminal acts or violations of Nigerian law.

#### **C. Coverage of Costs**

Indemnification may include the payment of legal fees, settlements, judgments, or other expenses reasonably incurred in connection with any civil, administrative, or investigative proceeding, provided that:

1. The individual promptly notifies the Executive Council of the claim or proceeding.
2. The Executive Council approves the defense strategy and costs before payment is made.

#### **D. Insurance**

The Academy may procure and maintain **liability insurance** or other forms of coverage to support the indemnification of its officers, trustees, and authorized representatives.

#### **E. Approval of Indemnification**

Any decision to indemnify an individual shall require the **affirmative vote of a majority of the Executive Council**, subject to review by the General Assembly at its next regular meeting.

### **Section 16 – Amendments and Review**

#### **A. Power to Amend**

This Constitution of the **Academy of NAA** may be amended, altered, or repealed by the **General Assembly** in accordance with the provisions of this section.

#### **B. Proposal of Amendments**

1. Proposed amendments may be submitted by:
  - a. The Executive Council, or
  - b. Any **five (5) Individual Members** in good financial standing acting jointly.
2. All proposals shall be submitted in writing to the **General Secretary** at least **one (1) month** before the scheduled General Assembly at which they are to be considered.



### **C. Notice of Amendments**

The General Secretary shall circulate all proposed amendments to members **at least fourteen (14) days** prior to the meeting where the amendments will be deliberated.

### **D. Voting Requirement**

1. A proposed amendment shall be deemed adopted if supported by a **two-thirds (2/3) majority** of accredited delegates present and voting at a duly convened General Assembly.
2. Amendments shall take effect immediately upon adoption unless otherwise specified in the resolution.

### **E. Periodic Review**

1. The Constitution shall be subject to a **comprehensive review at least once every six (6) years**, or earlier if deemed necessary by a two-thirds (2/3) majority of the General Assembly.
2. The Executive Council shall appoint a **Constitution Review Committee** to conduct the review and submit recommendations to the General Assembly.

### **F. Consistency and Compliance**

All amendments shall comply with the **laws of the Federal Republic of Nigeria** and shall not conflict with any statutory requirements governing non-profit or professional associations.

## **Section 17 – Dissolution or Liquidation**

### **A. Authority to Dissolve**

The **Academy of NAA** may be dissolved or liquidated only by a resolution adopted by a **two-thirds (2/3) majority** of accredited delegates present and voting at a duly convened **Special General Assembly** called specifically for this purpose.

### **B. Notice of Dissolution**

1. A written notice stating the intention to propose dissolution shall be circulated to all members **at least sixty (60) days** prior to the Special General Assembly.
2. The notice shall clearly outline the reasons for dissolution and the proposed plan for the distribution of assets.

### **C. Compliance with Nigerian Law**

Any decision to dissolve the Academy shall comply with the provisions of the **Companies and**

**Allied Matters Act (CAMA)** or any other applicable laws of the Federal Republic of Nigeria governing incorporated trustees or non-profit professional associations.

#### **D. Distribution of Assets**

1. Upon dissolution and after satisfaction of all debts and liabilities, the assets and property of the Academy shall **not be distributed to any member or officer**.
2. Such assets shall be transferred to one or more **non-profit organizations or professional bodies** with similar objectives, as determined by the General Assembly and approved by the appropriate regulatory authorities.

#### **E. Final Report**

The Executive Council shall prepare a final report of the Academy's financial and operational status at the time of dissolution and shall file all required documents with the **Corporate Affairs Commission (CAC)** or any other relevant government agency.

#### **F. Continuity of Obligations**

The dissolution of the Academy shall not absolve former members or officers from any **legal, financial, or ethical obligations** incurred prior to the date of dissolution.

### **Section 18 – Miscellaneous Provisions**

#### **A. Official Language**

The official language of the **Academy of NAA** for all meetings, records, and publications shall be **English**, provided that translations into other languages may be produced for public outreach or educational purposes as approved by the Executive Council.

#### **B. Emblem and Seal**

1. The Academy shall adopt an **official emblem and corporate seal** to symbolize its identity and authenticate its documents.
2. The use of the emblem or seal shall be regulated by the Executive Council and shall not be used for commercial purposes without written authorization.

#### **C. Legal Compliance**

The Academy shall operate in accordance with the **laws of the Federal Republic of Nigeria**, including but not limited to the **Companies and Allied Matters Act (CAMA)** and any regulations governing non-profit professional associations.

#### **D. Interpretation of the Constitution**

1. Any question or dispute regarding the interpretation of this Constitution shall be referred to the **Executive Council** for initial determination.

2. Where the matter remains unresolved, the **General Assembly** shall make the final decision by a simple majority vote.

#### **E. Transitional Provisions**

1. Upon the adoption of this Constitution, the existing interim officers of the Academy shall continue to perform their functions until duly elected officers assume office under the provisions of this Constitution.
2. All prior rules or practices inconsistent with this Constitution shall stand repealed upon its adoption.

#### **F. Saving Clause**

If any provision of this Constitution is declared invalid or unenforceable by a competent authority, such invalidity shall **not affect the validity of the remaining provisions**, which shall continue in full force and effect.