

DRAFT CONSTITUTION

OF THE

INCORPORATED TRUSTEES OF

**SOCIETY FOR EXPERIMENTAL
BIOLOGY OF NIGERIA**

**Constitution of the Incorporated Trustees of Society for
Experimental Biology of Nigeria**

ARTICLE 1: PREAMBLE

We, members of the Society for Experimental Biology of Nigeria, a non-profit and non-political society, do provide for ourselves a constitution and hereby resolve to be governed by the provisions herein contained.

ARTICLE 2: NAME

The Society shall be known and called SOCIETY FOR EXPERIMENTAL BIOLOGY OF NIGERIA.

ARTICLE 3: INCORPORATION AND REGISTERED OFFICE

SOCIETY FOR EXPERIMENTAL BIOLOGY OF NIGERIA shall be incorporated under the laws of the Federal Republic of Nigeria. The registered office which shall serve as the National Secretariat of the Society shall be situated in the Department of Biochemistry, University of Ilorin, Nigeria. The office will be administered by the National Executive Committee (NEC) of the Society under the general guidance of the Board of Trustees which will also serve as the Management Committee.

ARTICLE 4: AIMS AND OBJECTIVES

Aim

To afford members of the Society opportunities for the interchange of opinions and for discussion of matters relating to research connected with the Life Sciences and to the teaching of the component subjects.

Objectives

The following are the objectives of the Society:

- (a) To organize scientific meetings (such as seminars, webinars, symposia and conferences) for the purpose of fostering collaborative research networks among members in various disciplines of the Life Sciences; making demonstrations or exhibitions of experiments, apparatus, or specimens; as well as making communications, printed or oral relating to the Life Sciences, and to publish such Reports, Journals, or other publications either in its own name or jointly with other persons as the Society may from time to time determine.
- (b) To encourage capacity building in the various disciplines of the Life Sciences by organizing workshops; identifying funding opportunities for postgraduate and postdoctoral training.

- (c) To establish and maintain contacts with organizations with similar objectives as the Society's including Federation of American Societies for Experimental Biology (FASEB), Society for Experimental Biology (SEB), Experimental Biology (EB), Royal Society of Biology (RSB), Society for Experimental Biology and Medicine (SEBM) among others.
- (d) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objective and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
- (e) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objective.
- (f) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objective.
- (g) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- (h) To invest the funds of the Society not immediately required for its purpose in or upon such investments, securities or properties as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time be imposed or required by law and subject also as hereinafter provided
- (i) To invest the funds of the Society in bonds or companies limited by shares provided that such company or companies shall be wholly owned subsidiaries of the Society.
- (j) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objective.
- (k) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, allowances or emoluments to any persons (other than members) who are or were at any time in the employment or service of the Society and the wives, widows, families and dependants of any such persons and to make payment to or towards the insurance of any such person as aforesaid.

- (l) To do all such things as are incidental or necessary to the attainment of the above objectives or any duties in pursuance of the objectives.

Provided always that:

- (i) in case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) the objective of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) in case the Society shall take or hold any property subject to the jurisdiction of the government agency or agencies in charge of charitable organisations in Nigeria, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Management Committee of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Management Committee have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the judicial divisions of the Federal Republic of Nigeria over such property and would be subject jointly and separately to such control or authority as if the Society were not incorporated.

ARTICLE 5: MEMBERSHIP

1. The Society shall consist of ordinary, fellows, emeritus and student members. The acceptance of membership shall be deemed to imply an agreement to be bound by all rules and regulations of the Society for the time being.
2. The Society shall admit ordinary members, honorary fellows, Patrons, and Grand Patron, who has contributed significantly to the growth in line with the stated objectives of the Society.
3. Persons who are from the Life Sciences or Allied Sciences shall be eligible for admission as ordinary members.
4. Conferment of fellowship shall be decided by the College of fellows.
5. Admission to ordinary, emeritus and student membership shall be handled by the NEC of the Society under the leadership of the NISEB Secretariat Manager.

6. All candidates shall be informed of the results of their application by the President of the NEC of the Society, or any other person delegated to act on his/her behalf.
7. Ordinary and student members shall pay an annual subscription determined by the Society at a General Meeting. The subscription is payable in advance and becomes due on the 1st day of January.
8. On or after retirement from full-time employment, those who have been members of the Society for at least twenty years may apply for emeritus membership. Emeritus members shall not pay a subscription but shall have all other privileges of membership.
9. No ordinary member shall be admitted to any functions of the Society until after payment of the annual subscription. Such payment will entitle the member to all privileges of the Society and shall be regarded as a declaration on the part of the member to submit to the rules of the Society.
10. Any ordinary member or student member who remains in arrears of subscription after reasonable notice and at least two written reminders have been given shall, *ipso facto*, cease to be a member of the Society, but shall be eligible for readmission.
11. The National Executive Committee shall be empowered to request the resignation of a member if in its opinion the interests of the Society require it. Should the member refuse to resign, then the matter may be handled by the Board of Trustees (BOT) of the Society.

ARTICLE 6: SOURCES AND MANAGEMENT OF FUND

For the purpose of raising and generating funds and other resources (in cash or in kind) for the realization of its aims and objectives, the SOCIETY FOR EXPERIMENTAL BIOLOGY OF NIGERIA shall:

1. accept donations (whether cash and/or kind) from individuals, corporate bodies, foundations, initiatives, and organizations in Nigeria or elsewhere.
2. organize public seminars, webinars, symposia and/or workshops on topical issues and inviting as speakers notable and exemplary achievers within Nigeria or elsewhere for accomplishments will serve as great motivation for the younger generation of Nigerians; and
3. receive grants or assistance from individuals, trust organizations and other charitable or philanthropic organizations in Nigeria or elsewhere.

The income and property of the Society, shall be applied solely towards the promotion of its objective as set forth in the Constitution 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 members of the Society and no member of its Management Committee shall be appointed to any office of the Society paid by salary or fees or receive any remunerations or other benefit in money or money's worth from the Society provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Society not being a member of its Management Committee for any services rendered to the Society;
 - (b) of interest on money lent by any member of the Society or of its Management Committee at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by the Management Committee.
 - (c) of reasonable and proper rent for premises demised or let by any member of the Society or of its Management Committee.
 - (d) of fees, remuneration or other benefit in money or money's worth to a Society of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that Society; and
 - (e) to any member of its Management Committee of reasonable out-of-pocket expenses (or imprest).
6. The liability of the members is limited to the face value of their annual membership subscription fees.
7. Every member of the Society undertakes to contribute to the assets of the Society, and in the event of the same being wound up whilst he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding N100,000.

ARTICLE 7: ORGANIZATION

There shall be a Board of Trustees and a National Executive Committee, the responsibilities and duties of which shall be set out below. Standing Committees to provide advice and support to the National Executive Committee may be established and dissolved from time to time with the prior approval of the Board of Trustees.

ARTICLE 8: THE BOARD OF TRUSTEES

1. The policy formulation and monitoring organ of the Society shall be a Board of Trustees. The Board of Trustees may be regarded as the Directors of the Society.
2. The Board of Trustees shall have the following powers:
 - (a) To primarily hold in-trust the funds and property of the Society with a fiduciary duty to protect them.
 - (b) To play strong role in governance, tasked with strategic planning and provide oversight as well as accountability for the Society.
 - (c) To establish general guidelines on the areas of the Life Sciences to be considered by the Society, and to guide the National Executive Committee in the performance of its duties.
 - (d) To require the President of the National Executive Committee (NEC) of the Society to give routine report at the meeting of the Board on the state of the administrative and business affairs of the Society.
3. The Board of Trustees shall meet together at least twice a year. The Chairman (or in his absence a member elected from among the members present) shall preside at all meetings. Controversial issues arising at any meeting shall be decided by a simple majority of votes. In cases of an equality of votes the Chairman shall have the power to cast a second vote. The quorum of the Board shall be two-third of members.

ARTICLE 9: THE NATIONAL EXECUTIVE COMMITTEE

1. The National Executive Committee (NEC) shall comprise the following:
 - a. President
 - b. Vice President
 - c. Secretary General
 - d. Assistant Secretary
 - e. Financial Secretary
 - f. Public Relations Officer
 - g. Treasurer
 - h. Auditor
 - i. The Immediate Past President of the Society (Ex-Officio)

The appointment of the members of NEC shall be by election at a General Meeting of the Society.

2. The National Executive Committee shall have the following powers:
 - a. The day-to-day administration of the Society shall rest with the National Executive Committee.
 - b. To provide organizational direction and represent the Society in form of advice and provide periodic and timely reports to the BOT and the rest of the Society on their progress.
 - c. To serve as steering committee for the Society by setting priorities for resolution by the BOT.
 - d. To act on behalf of the Society in emergency situations.

3. The following are the specific roles of NEC members:

- i. **The President:**

The president shall preside over all meetings of the NEC. In his/her absence, the Vice President shall undertake the responsibilities of the President. If both are absent, the NEC may elect one of its members to act as Chairperson.

The President as the Chairperson shall not vote, except in the case of a tie vote, in which case he/she may cast the deciding vote. The President may, after consultation with other members of NEC, make decisions in order to ensure the smooth running of day-to-day activities of the Society. Such decisions shall be reported to the Annual General Meeting of the Society. The President shall be the Chief signatory to the Society's bank account. In the case of resignation or death of the President, the Vice President will become President until the next General Meeting where such vacancy will be filled.

- ii. **The Vice President:**

The Vice President shall assist the President in all his/her duties and shall act as Chairperson of all General Meetings of NEC in the absence of the President.

In the event of resignation or death of the Vice President, the office will remain vacant until the next General Meeting where the vacancy will be filled.

iii. The Secretary General

The Secretary General shall be the chief administrative officer in charge of the day-to-day management of secretariat.

He/she shall prepare the minutes of all NEC meetings in a timely fashion and be responsible for the liaison with members of the Society and other organizations on matters relating to the purposes and activities of the Society.

He/she shall maintain an updated register of members of the Society. He shall be a signatory to the Society's bank account.

iv. Assistant Secretary:

The Assistant shall complement the work of the Secretary General and shall act in full capacity as Secretary in the absence of the Secretary General.

v. The Treasurer:

The Treasurer shall be responsible for all moneys and valuable effects of the Society and give accurate account of receipts and disbursement in books belonging to the Society.

The Treasurer shall, acting upon the directive of the NEC President, open a bank account for the Society and be a signatory on such an account. He/she shall also have the power to issue receipts for funds of the Society as approved by the NEC.

Also, the Treasurer has the power to issue receipts for funds received by the Society; renders to the Society at its General Meetings or at any other time as may be demanded by the NEC, an audited annual account of the financial transaction(s) and status of the Society's accounts.

The aforementioned accounts and books shall be held in custody of the Treasurer and shall be made available at reasonable notice for inspection by members of the Society.

vi. Financial Secretary:

The Financial Secretary shall work together with the Treasurer to ensure the full accounting of the Society's funds. He/she shall keep duplicate and accurate records of all income and expenditure of the Society's account.

vii. Public Relations Officer:

The Public Relations Officer shall serve as the image-maker of the Society. He/she shall be the Chief spokesperson of the Society in all matters relating to the general public. He/she shall maintain and update the Society's website

viii. Auditor:

He/she shall as at, when necessary, audit the accounts of the Society and submit a report to the AGM.

ARTICLE 10: ZONAL COORDINATORS

One member each shall be elected at the AGM as Zonal Coordinator who will be responsible for the development of NISEB in his/her zone. A zone shall be named in line with the geopolitical regions of Nigeria. Therefore, there shall be six zonal coordinators from the six geopolitical zones of the country. These are:

- North Central: Benue, Kogi, Kwara, Nasarawa, Niger, Plateau States and FCT
- North East: Borno, Gombe, Adamawa, Yobe, Bauchi and Taraba States
- North West: Jigawa, Kaduna, Kano, Katsina, Kebbi and Sokoto States
- South West: Lagos, Osun, Oyo, Ekiti, Ogun and Ondo States
- South East: Ebonyi, Abia, Anambra, Imo and Enugu States
- South South: Delta, Edo, Akwa Ibom, Bayelsa, Cross River, Rivers State

The zonal coordinators shall be elected at AGM for a period of 2 years and renewable for another 2 years. The zonal coordinators will attend NEC meeting and are answerable to the President of the Society on day-to-day running of their zones.

ARTICLE 11: BRANCH CHAPTERS

Tertiary institutions shall have a branch/local chapter which shall be affiliated to the national body. The branches shall have their set of Executives for the smooth running of their branches. The Branch Executives shall include Chairman, Vice-Chairman, Secretary, Assistant Secretary, Financial Secretary and Public Relations Officer. The tenure of Branch Executive shall be for 2 years renewable for another 2 years. The branch chapters shall maintain their accounts and present their accounts yearly to the National Treasurer.

ARTICLE 12: TENURE OF OFFICE FOR BOT AND NEC MEMBERS

The period for which an Officer of the Society may serve continuously shall be limited as follows:

- a. A member of the Board of Trustees may hold office for 10 years according to the guidelines of the Corporate Affairs Commission
- b. Upon a vacancy occurring in the number of Trustees, a General Meeting shall be held to appoint another eligible member of the Society.
- c. NISEB SECRETARIAT MANAGER - may hold office for life
- d. Members of the National Executive Committee (NEC) shall serve a tenure of 2 years renewable once. However, a NEC member shall not be eligible for more than two consecutive terms in the same capacity but may seek the same or a different position only after an intervening period of four years.

ARTICLE 13: ADMINISTRATION

1. The funds and property of the Society shall be under the control of the Board of Trustees who shall have the power to expend the same for the promotion of the objectives of the Society.
2. The office of the Chairman or of a Member of Board of Trustees or of a Member of the National Executive Committee shall be vacated:
 - (a) If he becomes of unsound mind or becomes physically incapacitated.
 - (b) If he ceases to be a member of the Society.
 - (c) If by notice in writing to the Society, he resigns his office.
 - (d) If he is removed from office by a resolution.
 - (e) If he commits any act of bankruptcy or suffers any form of pecuniary embarrassment.If he is found finally guilty by a state or national commission of enquiry, by a court of competent jurisdiction after a free and fair investigation and/or trial, or a moral misdemeanour or criminal offence not compatible with the conduct expected of the officers of the society.

ARTICLE 14: MEETINGS

The following meetings are recognized by the SOCIETY FOR EXPERIMENTAL BIOLOGY OF NIGERIA:

- A. **Annual General Meeting.** This shall be held once every year at the registered office of the Society or such other venue as the National Executive Committee may decide.
- B. **National Executive Committee Meeting.** This shall be held at such time and place as may be deemed convenient by the National Executive Committee.
- C. **Emergency Meeting.** Emergency meetings of the National Executive Committee or General Meetings of the Society shall be convened at such time and place and as often as the need arises.
- D. **Board of Trustees Meeting.** This shall be held at such time and place as may be deemed convenient by the Board of Trustees.

These meetings can be held physically or virtually as the case may be

ARTICLE 15: ACCOUNTS

- 1. The Treasurer shall cause proper books of account to be kept with respect to:
 - (a) all sums of money received and expended by the Society and the matters in respect of which such receipt and expenditure take place.
 - (b) all sales and purchases of goods by the Society, and
 - (c) the assets and liabilities of the Society.
- 2. The books of account shall be kept at the National Secretariat of the Society and shall always be open to the inspection of the Members of the National Executive Committee.
- 3. The National Executive Committee shall circulate to all members of the Society a proper income and expenditure account for the period since the last preceding account, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the National Executive Committee and the Auditors.
- 4. The accounts of the Society shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

5. The Auditors shall be appointed, and their duties regulated in accordance with the provisions of Part C of the Companies and Allied Matters Decree No. 1 of 1990, members of the Board of Trustees being treated as the Directors mentioned in these sections.

ARTICLE 16: TRANSITIONAL POWERS

All officers of the Society and any Committees of the Society appointed or constituted at the date of adoption of this Constitution shall continue in office and be lawfully constituted to carry out their respective duties and exercise their respective powers as heretofore until such time as the officers and committees provided for in Articles 8, 9, 10 and 11 have been duly elected or constituted in accordance with the provisions hereof.

ARTICLE 17: DISSOLUTION

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the society, but shall be given or transferred to some other charitable institution or institutions having objectives similar to those of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society thereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

ARTICLE 18: ELECTORAL COMMITTEE

The Electoral Committee members (3) shall be appointed by the BOT All elections shall be conducted by Secret ballot and the rule of simple majority will be employed. The Chairperson will act as a Returning Officer and shall announce the prevailing results immediately after the conclusion of the voting exercise. Any disputes or objections before or during the election process shall be resolved by the BOT.

The Electoral Committee shall screen aspirants in terms of the activity in the society, financial status (up-to-date financial member) and number of years of membership in the Society. For any election year, there shall be a Call for show of interest into elective offices, 3 months before the election at the AGM.

ARTICLE 19: PUBLICATIONS OF THE SOCIETY

The Society may publish scientific communications (including journals, newsletters, books, audio and visual tapes, etc) as a means to further its objectives. To achieve this, the

Editors-in-Chief of each Society Journal will be appointed by the NEC during a General Meeting of the Society. The Editor-in-Chiefs for the journals shall serve for a period of 2 years, renewable once.

The Editor-in-Chief of each journal shall submit report to the NEC President once every six months. All page charges shall be paid into the NEC account and requests for expenditure in respect of the journals shall be made to the President of the Society who shall approve or otherwise.

ARTICLE 20: EXTERNAL AUDITORS

The Society shall appoint External Auditors who shall once a year audit the accounts of all income and expenditure, prepare the audited balance sheet and such statement of account, that will reflect the true financial state of the Society and present same to the General Meeting of the year or at such other times as the Society may deem fit.

ARTICLE 21: CONSTITUTION AMENDMENT

No addition, alteration, or amendment shall be made to or in the provisions of the Constitution for the time being in force, unless the same shall have been previously submitted to and approved by the Corporate Affairs Commission.

However, all requests to or by the Board of Trustees or NEC for amendments to the Constitution of the Society shall all be referred to the Constitution Amendment Committee that will be appointed by the NEC of the Society.

This Committee will be responsible for the periodic review of the Constitution and will report recommendations for amendments to the BOT; which after its approval, is voted upon by Regular members during General Meeting of the Society.

The Society may from time to time have bye-laws which shall be subject to the provisions of the Constitution. The Constitution shall be binding on all members of the Society.

Prof. Ehimwenma S. Omoregie
Committee Chairman



30/08/2022

Signature and Date

Abdulhakeem O. Sulyman (Ph.D.)
Committee Secretary General



30/08/2022

Signature and Date