

THE CONSTITUTION

OF

TRANSPLANT ASSOCIATION,

NIGERIA.

APRIL 2011

Updated on 6th August, 2019.

National Secretariat :

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ARTICLE I – GENERAL

SECTION 1. The name of this non-profit organisation shall be The Transplantation Association (Nigeria).henceforth referred to as the Association.

SECTION 2. The Transplantation Association shall provide leadership in the science, education, ethics and practice of transplantation in Nigeria.

ARTICLE II – OFFICES

SECTION 1. The secretariat of the Association shall be located wherever the Secretary General is domiciled until a permanent secretariat is acquired at which time the domicile of the secretary shall become the liaison office.

ARTICLE III – SEAL

The Council may adopt a seal for the Association in such form as it deems appropriate.

ARTICLE IV – MEMBERSHIP

SECTION 1. There shall be five categories of membership: Full Members, Trainee Members, Emeritus Members, Associate Members and Honorary Members.

i. Full members shall be physicians, surgeons, scientists or other specialists, who are actively engaged in the science or clinical practice of organ, cell and tissue transplantation. Physicians and surgeons shall have advanced training or equivalent experience in the science and practice of organ and tissue transplantation. Non-physicians, including coordinators, statisticians, and policy makers who hold a doctoral degree, a Bachelor's degree, or equivalent relevant certification must have professional experience in the field of transplantation with continuing and active involvement in clinical medicine or research, or transplantation public policy as determined by the Membership Committee.

ii. Trainee members shall include individuals enrolled in pre- or postdoctoral training programs relevant to the science and clinical practice of organ, cell and tissue transplantation, and individuals who have completed their training but have not yet qualified for full membership. No individual may remain in this category more than eight years. Trainee members may not vote or hold office on the Council but may serve on committees.

iii. Emeritus members shall be full members who have attained the age of 65 years or have retired from practice in the field of transplantation and who formally request emeritus membership. Emeritus members shall not have the right to vote or hold office on the Council but may serve on committees. Emeritus members shall be exempt from payment of annual membership dues.

iv. Associate members shall include individuals who have demonstrated a sustained and continued interest in the field of transplantation but who do not qualify for full or trainee membership. These individuals may hold Ex-Officio position on the Executive Council and serve on committees. Associate

members would include, for example, representatives from the pharmaceutical industry, Nurses, etc. Associate members would pay 50% of membership dues that may be determined from time to time.

v. Honorary Members shall be invited to become honorary members by the Council of the Association and shall be individuals with a distinguished record in transplantation irrespective of professional discipline. Honorary members shall not have the right to vote or hold office on the Council and shall be exempt from payment of annual membership dues.

SECTION 2. A person may apply to become a Member by submitting a completed application along with the necessary documentation and the written recommendation of two Members. The Council by a vote of a majority of its members shall approve and elect Members.

SECTION 3. Every Member shall have the right to attend and participate in Business Meetings of the Members of the Association. The privileges of Members with regard to participation in scientific sessions of the National Conferences, the submissions of papers and other matters shall be established by the Council. All Members shall pay dues in such amounts and for such periods as the Council shall from time to time determine. The Council may in determining dues take into consideration special circumstances or place of residence of Members. Any Member who fails to pay dues for two consecutive years will be removed from the Association at the Council meeting following the end of the second year for which payment has not been received.

SECTION 4. Any Membership can be terminated by the Council for conduct which in the sole judgment of the Council is injurious to the interests and welfare of the Association. Such termination shall require a two-thirds vote of the Council after the member in question is afforded an opportunity to appear before the Council and appeal for continuance of Membership.

ARTICLE V – BUSINESS MEETINGS OF MEMBERS

SECTION 1. These meetings shall be held at such time and place as shall be determined at the prior meeting, or failing such determination, at such time and place as the Council may fix. Business meetings will take place during the Society's biennial National-Conferences in the month of August, except under exceptional circumstances when the Council may choose to hold a meeting at some other time by notification of the membership 60 days in advance.

At every biennial meeting of members, in addition to any other business that may be transacted, the report of Council, the financial statements of the Association for the two preceding years and the reports of the accountants thereon shall be presented to the members. In addition, the notice of meeting and agenda shall include the election of members to the Council as provided for in ARTICLE VIII below and the appointment of accountants of the Society.

SECTION 2. Except as otherwise provided by law or by the Certificate of Incorporation, the presence in person at any meeting of 20 voting Members shall constitute a quorum for the transaction of business. If a quorum is present at the beginning of the meeting a quorum shall be deemed throughout the meeting for all purposes. At any meeting at which a quorum is present, a majority of the votes properly cast upon any question shall decide the question, except in any case where a larger vote is required by law, the Certificate of Incorporation, these by-laws or otherwise.

SECTION 3. Each voting Member shall be entitled to one vote upon each question submitted to a vote of the Members. Members entitled to vote at a meeting must do so in person, or by signed ballot in a form approved for the purpose, but not by proxy.

SECTION 4. The President, or in his/her absence a Vice President I, or in his/her absence, Vice President II, or in his/her absence a chairman selected by the Members present, shall preside at meetings of the Members. The Secretary shall keep the records of any meeting of Members. In the absence of the Secretary, the presiding officer may appoint a secretary pro tem.

ARTICLE VI- COUNCIL AND OFFICERS

SECTION 1. The business and property of the Society shall be conducted and managed by Executive Council of the Association.

SECTION 2. The Executive Council shall consist of twenty persons of whom eight shall be Officers comprising President, Immediate Past President, Vice-President I, Vice-President II, Secretary General, Assistant Secretary General, a Treasurer and Assistant Treasurer, the Representative of The Transplant Society in Nigeria, Representatives of different subspecialties and professional groups allied to Transplantation. Each member of the Council shall be a full Member of the Society in good standing at the time of his/her nomination, election and during his/her term in office.

SECTION 3. All elected officers shall serve for 2 years in each position and until their successors are installed in office, which shall occur as the last item of business at the meeting of Members at which the results of the election ballots for their successors are announced. All officers except the President and Vice President I may be re-elected for a second and final term of 2 years in the same portfolio.

SECTION 4. A vacancy in the Executive Council may be filled at the discretion of the remaining members of the Council until a postal ballot of all Members can conveniently be held. In the case of a Secretary or Treasurer, the successor elected in these circumstances may succeed himself/herself even though he/she has served a fractional term prior to his/her election.

SECTION 5. The President shall be chief executive officer of the Association. Subject to the directions of the Council, he/she shall have and exercise direct charge of and general supervision over the business and affairs of the Society and shall perform all duties incident to the office of a president of a corporation, and such other duties as from time to time may be assigned to him/her by the Council. The President shall be the Chairman of the Council.

SECTION 6. The Vice President I shall succeed to the office of President upon completion by the President of his/her term in office or upon any earlier vacancy in the office of the President. The Vice President I shall have and exercise such powers and shall perform such duties as from time to time may be conferred upon or assigned to him/her by the Council, or as may be delegated to him/her by the President.

SECTION 7. The Vice President II shall act for Vice President I in his/her absence. The Vice President II shall have and exercise such powers and shall perform such duties as from time to time

may be conferred upon or assigned to him/her by the Council, or as may be delegated to him/her by the President.

SECTION 8. The Immediate-Past-President shall assume this position on completion of his/her term as President, and shall serve as an advisor and consultant to the President.

SECTION 9. The Secretary General shall be responsible for: the minutes of all meetings of the Council; ensuring that all notices are duly given in accordance with the provisions of the constitution; keeping the membership records of the Society and lists of the membership of committees of the Council and the Society, which lists shall be available on request to the Members; and in general, shall perform all duties incident to the office of a secretary of a corporation, and such other duties as from time to time may be assigned to him/her by the Council. The secretary shall be considered the secretary of the corporation for all purposes relating to the filing of any report, certificate, or document of the corporation. He/She shall act as the Historian of the Association pending appointment of a Historian for the Association.

SECTION 10. The Assistant Secretary General shall assist the Secretary in the discharge of his/her duties and act as Secretary whenever he/she is absent. The Assistant Secretary shall perform such duties as from time to time may be conferred upon or assigned to him/her by the Council, or as may be delegated to him/her by the Secretary.

SECTION 11. The Treasurer shall have charge and be responsible for all funds, securities, receipts and authorized disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Society, all Monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Council. They shall render to the President and to the Council, whenever requested, an account of the financial condition of the Society; and shall in any event report annually to the Council and shall submit financial statements compiled by independent public accountants chosen by the Council to the Council and Members at each regular meeting of Members. In general, they shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as from time to time may be assigned to them by the Council.

SECTION 12. The Assistant Treasurer shall assist the Treasurer in the discharge of his/her duties and act as Treasurer whenever he/she is absent. The Assistant Treasurer shall perform such duties as from time to time may be conferred upon or assigned to him/her by the Council, or as may be delegated to him/her by the Treasurer.

SECTION 13. Elected officers of the Society shall not receive compensation for their services.

SECTION 14. Any Council member may resign his/her office by giving written notice to the President. Resignations shall be effective at the time specified upon receipt by the President. Members of the Council may be removed for cause by a vote of two thirds of the Council members then in office or by vote of a majority of the Members.

SECTION 15. Regular meetings of the Executive Council shall be held in the months of May and November during Fellowship Examinations in Lagos and during Biennial Conferences at such time and place as may from time to time be fixed by the Executive Council.

SECTION 16. Any action required or permitted to be taken at any meeting of the Council or of any committee thereof may be taken without a meeting if a majority of the members of the Council or committee consent thereto in writing following written notice of the proposed action to all members of the Council or committee. All written consents and any dissenting views shall be filed with the minutes of proceedings of the Council or committee as the case may be.

SECTION 17. A simple majority of the Executive Council shall constitute a quorum for the transaction of business.

SECTION 18. No Executive officer of the Association shall be liable to the Association for the acts, receipts, neglects or defaults of any other officer or employee or agent or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same results in a transaction from which he derived improper personal benefit or which results from acts or omissions not in good faith, intentional misconduct or knowing violation of law or due to his failure to exercise the powers and to discharge the duties of his office honestly, in good faith with a view to the best interests of the Association, provided that nothing herein contained shall relieve a councilor or officer from the duty to act in accordance with applicable law or relieve him from liability under applicable law. The councilors and officers of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Council of the Association.

SECTION 19. Subject to applicable law, except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify an officer of the Association, a former officer of the Association and his heirs and legal representatives, against all costs, charges and expenses, including a fine or an amount paid to settle an action or satisfy a judgment, reasonably incurred by him (including attorneys' fees, disbursements and costs) in respect of any civil, criminal, administrative or investigative action or proceeding to which he is made a party by reason of being or having been a director, councilor, officer or agent (as the case may be) of the Association, if:

1. he acted honestly and in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; and
2. in the case of a criminal, administrative or investigative action or proceeding that is enforced by a monetary penalty, he had no reasonable cause for believing that his conduct was unlawful.
3. Any such action must have been endorsed by the Executive Council.

SECTION 20. The Association shall, subject to the approval of a court of law having jurisdiction, indemnify a person referred to in Section 18 in respect of an action by or on behalf of the Association

to procure a judgment in its favour, to which he is made a party by reason of being or having been a director, councilor, officer, or agent (as the case may be) of the Association, against all costs, charges and expenses reasonably incurred by him in connection with such action if he fulfills the conditions set out in subparagraphs (a) and (b) of Section 17.

SECTION 21. Notwithstanding anything in Sections 16 and 17 above, a person referred to in Section 17 shall be entitled to indemnity from the Association in respect of all costs, charges and expenses reasonably incurred by him in connection with the defense of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a councilor, director, officer or agent (as the case may be) of the Association, if the person seeking indemnity: was substantially successful on the merits of his defense to the action or proceeding; and fulfills the conditions set out in subparagraphs (a) and (b) of Section 17.

SECTION 22. In addition to the foregoing and with respect to a person referred to in Section 16, the Association shall also indemnify such person in such other circumstances as applicable law permits (but in such case, subject to the approval of the Councilors of the Society to do so, by majority vote at a Council meeting) or requires.

SECTION 23. In determining whether or not a person referred to in Section 17 meets the applicable standard of conduct to permit the application of the indemnities provided by sections 17, 18, 19, 20 and 21, the majority vote of other Officers not party to such action, suit or proceeding shall be sufficient, subject always to the judgment of a court of law having jurisdiction. For purposes of such determination, lack of good faith shall not be presumed as a result of a settlement agreed to or no contest plea entered by a person referred to in Section 18.

SECTION 24. Nothing in the preceding Sections 17 to 22 inclusive shall limit the right of any person entitled to indemnity, to claim indemnity apart from the provisions of those Sections.

ARTICLE VII - COMMITTEES

The Officers of the Society shall comprise the Executive Committee of the Council and will be responsible for general supervision of the Society's daily business affairs. The Council shall appoint committees either as standing or special committees from time to time to do such things and have such powers and serve upon such terms as the resolution establishing the committee shall provide. These committees will normally be responsible for organization of the Association's biennial Congress and other symposia, review of bylaws, nomination of additional Officers and Councilors, (if required under Article VIII) consideration of ethical issues, communications, education, awards and other matters. Minutes shall be kept of all Committee meetings and shall be submitted to the Executive Committee for approval and a copy provided to all Councilors. Except where otherwise stipulated by the President, actions of all committees shall be taken by a simple majority of the members present and voting, and any number of members greater than one-half of the total committee membership shall constitute a quorum. Actions of all committees shall be subject to review and approval by the Council.

ARTICLE VIII - ELECTIONS

At least 6 months but not greater than 12 months before each regular meeting of Members, the Secretary shall send to each Member a notice stating the offices among the elected Officers and the

Councilors-at-large to be filled by elections. A person may be nominated if his/her name is submitted by a writing or writings signed by at least two Members and accompanied by a five line summary of his or her curriculum vitae as well as a written acceptance to stand for election. The Council shall make additional nominations of appropriately qualified members to ensure that there is at least one nominee for each vacancy among the elected Officers. The Secretary shall arrange a ballot of all Members to fill the vacancies, as prescribed in these by-laws.

ARTICLE IX - AFFILIATED ASSOCIATIONS

Formally constituted associations, organizations or societies whose aims are consistent with the wider goals of the Society may upon application to the Council and upon such terms as it shall deem appropriate be designated by the Council as Affiliated Associations. The Council may authorize the execution of an agreement with such associations recognizing such designation and containing such other terms, as it shall approve.

ARTICLE X - EXECUTION OF DOCUMENTS BY THE CORPORATION

SECTION 1. All cheques and drafts drawn upon the Association's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations, and other instruments for the payment of money, shall be signed by such Officer or Officers, agent or agents, as shall be thereunto authorized from time to time by the Council. The signatories to the Associations account shall be President, Vice President I, Secretary-General and Treasurer. Authority to sign shall be vested in any 2 of the signatories.

SECTION 2. Except as otherwise provided in Section 1 of this Article X, all contracts, agreements, endorsements, assignments, transfers, stock powers, or other instruments shall be signed by two of the following people: the President, Vice President I, Secretary-General or Treasurer; provided, however, that the Council may in its discretion, require any or all of such instruments to be signed by only one such Officer, or may permit any or all such instruments to be signed by such other agent or agents as it shall thereunto authorize from time to time.

ARTICLE XI - WAIVERS OF NOTICE

Whenever any notice is required to be given by law, or under the provisions of the Certificate of Incorporation or of these by-laws, such notice may be waived in a writing signed by the person or persons entitled to such notice, or by his/her attorney or attorneys thereunto authorized, whether before or after the event or action to which such notice relates.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Society shall end on such date as the Council may by resolution specify and the Council may by resolution change such date for future years at any time or from time to time.

ARTICLE XIII - THE BOARD OF TRUSTEES

- **Nomination and Election)**
 - Board will be nominated by the Executive council and presented to the AGM for ratification.

- Board members shall hold office for 4(Four) years.
- Membership of the President and Vice President I in the board shall be restricted to the period during which they hold these position.
The secretary to the association shall serve as the secretary to the board.

(b) Composition

- Six (6) reputable Nigerians shall be appointed by the Executive council and presented to the AGM for ratification.
- The Trustees (here in after referred to as “the Trustees”) shall be known as “THE REGISTERED TRUSTEES OF TRANSPLANT ASSOCIATION, NIGERIA”
- Three (3) Trustees shall retire every two (2) years, in order of their appointment or through ballot. The retired Trustees shall be replaced in accordance with 9b(i)
- The retiring Trustees shall not qualify for a reappointment without a break for 4(four) years.
- In the event of the death, resignation or removal of a Trustee, a replacement will be appointed by council and ratified at the next AGM

• FUNCTION

- (i) The board shall perform a general oversight on the activities of the Association and advise the Executive on issues of interest from time to time.
- (ii) The Trustees shall handle transaction involving the properties of the Association as directed in writing by the Executive council.
- (iii) The Trustees shall do everything possible to promote the interest of the Association.
- (iv) The Trustees shall have a common seal, which shall be kept in the custody of the Secretary of the Association who shall produce it when required for the use of the Trustees.

(d) CESSATION OF MEMBERSHIP

A Trustee shall cease to hold office if he

- (i) Resigned his office.
- (ii) Becomes mentally or otherwise incapacitated.
- (iii) Is convicted of a criminal offence by a court or competent authority.
- (iv) Is officially declared bankrupt.
- (v) Dies.
- (vi) Retires.

ARTICLE XIV - AMENDMENTS

A majority of voting Members voting either in person or by ballot may alter, amend or repeal this constitution and adopt new one. An amendment must be proposed in writing by 10 Members and submitted to the President. The President shall submit the proposed amendment to the Council. A statement of the Council's recommendations and a reasonably short statement setting forward the

substance of and the reasons for the proposed change by those proposing the amendment shall be included in the presentations at its Business Meeting or in the ballot of all Members.

MEMBERS OF CONSTITUTION DRAFTING COMMITTEE

Dr Ayo Sonibare

Dr Ebun Bamgboye

Dr Fatiu Arogundade

Dr Olufemi Fasanmade

Dr Christina Amira

Amended at the Annual General Meeting held at Banquet Hall, Sheraton Hotel and Towers, Ikeja, on the 6th , August, 2019.