

**IBADAN COLLEGE OF MEDICINE  
ALUMNI ASSOCIATION  
NORTH AMERICA BRANCH**

**CONSTITUTION**

*Ratified July 7<sup>th</sup>, 2006*

## **PREAMBLE**

We, the entire members of the University of Ibadan College of Medicine Alumni Association - North America Branch, have firmly and solemnly resolved to come together as one body for the purpose of promoting the welfare and progress of the College of Medicine, University of Ibadan, Nigeria, hereby frame, enact and resolve to adopt and give ourselves the following Constitution:

### **ARTICLE 1: NAME**

This Association shall be known, called and addressed as the **IBADAN COLLEGE OF MEDICINE ALUMNI ASSOCIATION - NORTH AMERICA BRANCH**

### **ARTICLE 2: CITATION**

This Constitution shall be cited as the Constitution of the **IBADAN COLLEGE OF MEDICINE ALUMNI ASSOCIATION - NORTH AMERICA BRANCH** hereinafter in this Constitution referred to as "the Branch."

### **ARTICLE 3: SUPREMACY OF THE CONSTITUTION**

This Constitution shall be supreme and have binding force and effect on all members of the Branch.

### **ARTICLE 4: AIMS AND OBJECTIVES**

The aims and objectives of the Branch shall be:

- (i) To promote and conform to all the aims and objectives of ICOMAA world-wide.
- (ii) To advance and sustain the pursuit of knowledge in the science of medicine in Nigeria as well as in North America.
- (iii) To give recognition to past and present students of the College of Medicine for scholastic and other achievements.
- (iv) To provide a forum for free exchange of ideas for the progress of the College of Medicine.
- (v) To promote friendship and the spirit of fellowship among members of the Branch.
- (vi) To initiate and support worthwhile, progressive and viable projects beneficial to the Alma Mater and to encourage other interested persons and groups to do the same.

### **ARTICLE 5: MEMBERSHIP**

Membership of the Branch shall be open to past students of the University College Ibadan / University of Ibadan registered for any undergraduate or postgraduate course in the Faculty of Medicine / College of Medicine and who by virtue of that registration actually matriculated and successfully completed their program in the University.

**Distinguished Membership:** May be bestowed on men and women of distinction who have contributed to the progress of the College.

All Non-Alumni University graduate members of the academic and administrative staff of the Faculty / College past or present who have held senior staff positions for ten years or more shall be eligible for **Honorary Membership**

Distinguished and Honorary members can participate in all activities of the Branch except that they shall have no voting rights in any of the meetings.

### **ARTICLE 6: HEAD OFFICE AND CHAPTERS**

- (i) The Headquarters of the Branch shall be situated in North America.
- (ii) The Branch shall also have Chapters in any geographical location in North America.

## **ARTICLE 7: ORGANS OF THE BRANCH**

### **(i) ANNUAL GENERAL MEETING (AGM)**

This shall be the supreme organ and all members of the Branch are expected to attend.

### **(ii) EXECUTIVE COMMITTEE MEETING**

This shall be held when desired but not less than twice in a year.

### **(iii) EXTRA-ORDINARY GENERAL MEETING (EGM)**

This may be initiated either by the Executive Committee or by 20 members of the Branch or 10% of financial members, whichever is greater. These members should sign a petition requesting for such a meeting. The EGM shall have the force of an AGM except that it shall have no powers to amend the Constitution.

Meetings shall be called by the President or as stated above under EGM.

## **ARTICLE 8: OFFICERS OF THE BRANCH**

The officers of the Branch shall be elected at the Annual General Meeting. No Officer shall hold office for more than two consecutive terms.

The Officers of the Branch shall constitute the Executive Committee and shall be:

- (i) President
- (ii) Vice-President/President Elect
- (iii) Secretary
- (iv) Financial Secretary/Treasurer
- (v) Publicity Secretary
- (vi) Immediate Past President
- (vii) Chairmen of registered Chapters of the Association
- (viii) Ex-officio Members:
  - A. One each to represent each School / Discipline in the College – Dentistry, Nursing, Medicine, Physiotherapy and Pharmacy.
  - B. One each to represent each Decade of graduation: 1950-59; 1960-69; 70-79; 80-89; 90-99; 2000-2009; and so on, if there is no member of that School or Decade already among the officers listed in i - vii.
  - C. The immediate past President of the Branch.
  - D. Any other financial member as appointed by the Executive Committee.

Ex-officio members of the Executive Committee will serve for a two-year term. No ex-officio member may serve for more than two consecutive terms.

## **ARTICLE 9: ELECTION OF OFFICERS**

(i) Officers of the Association shall be elected for a two year term.

No officers may be re-elected for more than two consecutive terms. Every full member who has paid his/her dues and levies may be presented for election to any office of the Branch, provided the proposer and the endorser are in good financial standing. Voting shall be by secret ballot. The Electoral Officer shall be appointed at the AGM before the commencement of elections. The Electoral Officer shall not qualify for any elective post by virtue of having accepted this post.

(ii) Elected officers will assume office on the 1<sup>st</sup> day of October on the election year, after a handover of responsibilities by the out-going officers.

(iii) Out-going officers will submit annual reports/hand-over notes to the elected officers within ninety days of the election.

## **ARTICLE 10: DUTIES OF OFFICERS**

### **I. PRESIDENT**

The President shall be the head of the Branch.

The President shall:

- (a) Preside over all meetings.
- (b) Summon the Executive Committee meetings and other meetings.
- (c) Be responsible for carrying out all the policies of the Association.
- (d) Have a casting vote at Committee meetings.
- (e) Be a signatory to all accounts of the Branch.
- (f) Perform all other duties and functions relevant to the office or assigned to the office by the Branch.
- (g) Serve as one of the moderators for any e-mail group operated by the Branch.

### **II. THE VICE-PRESIDENT/PRESIDENT ELECT**

The Vice-President/President Elect shall:

- (a) Assist the President in any of the prescribed functions as assigned by the President.
- (b) In the absence of the President, preside over all meetings in which the President has the power to preside. In the absence of the Vice-President/President Elect, the immediate Past President shall act in similar capacity.
- (c) Perform all other duties as may be prescribed by the President or Executive Committee.
- (d) Understudy the President.
- (e) Assume office as President of the Branch on the expiration of the term of the President

### **III. THE SECRETARY**

The Secretary shall be in charge of the Secretariat, which shall be administered by an **Administrative Officer** who shall be a paid employee of the Branch.

The duties of the Secretary shall be:

- (a) To keep records of proceedings and attendance at meetings.
- (b) To keep records of events, news items relating to the College or alumni of the College and cause appropriate action to be taken.
- (c) To present an annual report or any special report of the activities of the Branch or its Chapters.
- (d) To attend all Committee meetings of the Branch as an Ex-Officio member.
- (e) To present a General Report of the Branch at the AGM.
- (f) To summon, on the instruction of the President or on request, the AGM, Executive Committee Meeting, or EGM.
- (g) Serve as one of the moderators for any e-mail group operated by the Branch.

### **IV. THE FINANCIAL SECRETARY/ TREASURER**

The duty of the Financial Secretary / Treasurer shall be:

- a) To keep records of all income of the Branch and sources of such income.
- b) To keep record of all expenditure of the Branch.

- c) To maintain an up-to-date register of the financial members of the Branch. Shall present a report at the AGM which will include the financial initiative of the Branch.
- d) To receive all monies due to the Branch and make all payments approved by the Executive Committee
- e) To deposit all the monies of the Branch in the Approved Banks within 48 hours
- f) To prepare an Annual Balance Sheet for inspection by members and Auditors and or the Audit Committee of the Branch.
- g) To serve as one of the signatories to the Branch's Accounts.

#### **V. THE PUBLICITY SECRETARY**

- (a) To publicize the activities of the Branch
- (b) To provide and present a progressive image of the Branch to the Public.
- (c) To issue releases and statements on matters of general interest to the Branch in consultation with the President and Secretary of the Branch.

#### **VI. THE EXECUTIVE COMMITTEE**

The Officers of the Branch as listed in **Article 8** above shall constitute the **Executive Committee**.

The Executive Committee shall meet at least twice in a year at such time and place as may be decided by the President in consultation with the Secretary and other Members of the Committee.

The Committee shall have the following powers, functions and duties:

- (a) To exercise control over the administration and finances of the Branch.
- (b) To approve the budget for the running of the Branch.
- (c) To formulate or propose projects which the Branch will execute.
- (d) To appoint any suitable Bankers for the Branch.
- (e) To make all necessary arrangements for the AGM or EGM or any other meeting or function of the Branch.
- (f) To invest and manage the funds of the Branch.
- (g) Any other activities that are considered appropriate to the interest of the Branch.

#### **ARTICLE 11: CHAPTERS**

- (a) A Chapter of the Branch may be formed in any geographical location (State, Region, Town, etc) in North America where there are at least 10 members.
- (b) All members of the Chapter shall be financial members of the Branch.
- (c) Every Chapter shall seek and obtain a valid registration from the Branch's Headquarters by sending a list of its members and paying all dues and levies in respect of all the members on its list less any percentage deduction as may be decided by the AGM on the recommendation of the Executive Committee. Such deductions shall be used to run the activities of the Chapter. The registration of the Chapter shall lapse once the financial obligations of its members are not met.
- (d) Each Chapter of the Branch shall elect its Chairman, Secretary and any other officers as may be necessary for running its activities.
- (e) The Chairmen of the Chapters shall be members of the Executive Committee. Each Chapter shall be responsible for the expenses for attending Committee meetings.
- (f) A Chapter may decide on additional levies, subscriptions, etc for the running of its activities.
- (g) A Chapter may have its own Bylaws provided that such Bylaws shall not conflict with any provisions of this Constitution.
- (h) In the event of misinterpretation of the Constitution by a Chapter, the decision of the Branch shall prevail.

## **ARTICLE 12: TRUSTEES**

- I. The Executive Committee shall nominate not less than 3 and not more than 5 members from among the members of the Branch at the AGM as Trustees of the Branch who shall constitute the Board of Trustees. The AGM shall have the powers to approve, reject or substitute any of the nominated Trustees.
- II. Each Trustee shall hold office for a five-year term, and on the recommendation of the AGM, may hold office for a second five-year term, unless removed from office by
  - (a) a resolution of the AGM
  - (b) resignation or death.
  - (c) being officially declared bankrupt
  - (d) being convicted of criminal offence involving dishonesty by a court of competent jurisdiction.
- III. Upon a vacancy occurring in the number of Trustees, another eligible member of the Branch shall be nominated by the Executive Committee and approved at the next AGM of the Branch following the vacancy.
- IV. The Trustees shall hold meetings at least once a year to consider the general administration of the Branch and advise thereon.
- V. The Trustees shall have a Common Seal; such Common Seal shall be in the custody of the Secretary who shall produce the Seal whenever required for use by the Trustees.
- VI. All documents to be executed by the Trustees shall be signed by each of them and sealed with the Common Seal.
- VII. The Trustee shall apply duly for a Certificate of Incorporation. When such certificate is obtained, the Trustees shall have the power to accept and hold in trust all investments and property belonging to the Branch, and the power to acquire investments and property (including landed property) on behalf of the Association.
- VIII. In the event of a winding up or dissolution of the Branch if there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be used in aid to or distributed among the members of the Branch but shall be given or transferred to the Ibadan College of Medicine.

## **ARTICLE 13: FINANCE**

1. Voting members are those whose annual dues are paid and current. The fee schedule shall be determined by the AGM on the recommendation of the Executive Committee. The annual dues shall be subject to periodic review as deemed necessary by the Executive Committee.
2. All monies belonging to the Branch shall be kept in its name (Ibadan College of Medicine Alumni Association North America Branch) with such Bankers as the Executive Committee may appoint.
3. All expenditures shall have prior approval of the President.
4. All cheques shall be signed by the President and Secretary or the Financial Secretary/Treasurer. In the absence of the President, the Vice-President/President Elect and the Secretary or the Financial Secretary/Treasurer shall sign.
5. The Executive Committee may invest the funds of the Branch in Government and other gilt securities or such other reasonable investment as may be agreed upon by the Executive Committee.
6. The funds of the Branch shall be derived from donations, fees, levies, investments, and other legitimate sources.
7. All Chapters registered with the Branch shall be responsible for collecting the annual membership fee and levies and paying the agreed percentage to the coffers of the Branch quarterly. All funds must be received at least one month before the AGM.

## **ARTICLE 14: AUDIT OF ACCOUNTS**

An Auditor and or an Audit Committee shall be appointed at the AGM who shall audit the books and accounts of the Branch and submit its report with any recommendations to the AGM. The Executive Committee shall take necessary steps to implement the recommendations of the Auditor/ Audit Committee, and report to the next AGM.

## **ARTICLE 15: MEETINGS**

### **I. ANNUAL GENERAL MEETING**

- (a) Shall be held in North America on such a date or dates as may be determined by the preceding AGM on the recommendation of the Executive Committee.
- (b) Quorum shall be 25 % members in good financial standing. Members who have paid the membership dues up to the year of record will be considered to be of good financial standing.
- (c) Decisions at the AGM shall be by a simple majority except on constitutional matters where a 2/3 majority of financial members present shall be required.
- (d) Voting shall be by a show of hands except as is otherwise decided when it shall be by secret ballot.
- (e) Standing orders prepared by the Executive Committee shall be applied at the meetings.

### **II. EXECUTIVE COMMITTEE MEETING**

- (a) Shall be held at least twice a year at such date and place as may be fixed by the President or the Executive Committee.
- (b) The quorum shall be two-thirds of the total membership.
- (c) Consensus shall be the aim of the Committee, but if voting becomes necessary it shall be on a simple majority based on show of hands, provided that for any specific issue the Committee may resolve to vote by secret ballot.

### **III. EXTRA ORDINARY GENERAL MEETING**

The EGM shall follow all the rules of the AGM.

## **ARTICLE 16: AD-HOC COMMITTEES**

The Executive Committee and or EGM may from time to time set up a Special Committee or Task Force for any specific assignment.

## **ARTICLE 17: DISCIPLINE**

- (I) Where a member has, for any reason whatsoever, been suspended or expelled by the Executive Committee or EGM or any committee set up by them in exercise of the powers under Article 15 above, such suspended or expelled member shall not be entitled to exercise or enjoy any right or privilege accruable to a member.
- (II) A member of the Branch in financial default will be subject to sanction.
- (III) A member of the Branch shall cease to be a member upon the occurrence of the following:
  - (a) Suspension or expulsion from the Branch in accordance with the Constitution of the Branch.
  - (b) Gross misconduct.
- (IV) The removal of a member shall be effected by a two thirds majority vote of the Executive Committee, or EGM, ratified by a simple majority vote at the next AGM, after the Committee or EGM.

Any disciplinary action shall be subject to due process.

## **ARTICLE 18: AMENDMENT**

The Constitution shall not be amended except at AGM of the Branch by a two-thirds majority of those present and entitled to vote provided that at least 21 days notice of the proposed amendment shall have been given to members by the Secretary.

## **ARTICLE 19: SPECIAL CLAUSE**

1. The income and property of the Ibadan College of Medicine Alumni Association North America Branch wherever derived shall be applied solely towards the promotion of the objectives of the Branch as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to the members of the Branch. However, nothing herein shall prevent in good faith reasonable and proper remuneration to any officer, member, or servant of the Branch in return for any service actually rendered to the Branch. Such service and payment must receive the prior approval of the Executive Committee. No member of the Executive Committee or Board of Trustees shall be appointed to any salaried office of the Branch or any office of the Branch paid by fees; and no remuneration or other benefit in money or monies shall be given by the Branch to any member of the Executive Committee or Board of Trustees except repayment of pocket expenses which must have the prior approval of the Executive Committee.

2. Only members in good financial standing can vote or be voted for at any meeting of the Branch.

3. The only paid official of the Branch shall be the Administrative Officer.

4. Each official and member of the Branch shall be responsible for his/her expenses for attendance at any meeting of the Branch.

## **ARTICLE 21: COMMUNICATION**

(i) Communication shall primarily be by internet except for confidential or sensitive communication. This is subject to change at AGM, or as recommended by the Executive Committee and approved at the next AGM.

(ii) It shall be the responsibility of each member to make available to the Branch, through members of the Executive Committee, a current and active e-mail address at which they may be reached at all times.