



*SOCIETY OF BIOCHEMISTS
AND MOLECULAR BIOLOGISTS OF
NIGERIA (SBMBN)*

CONSTITUTION

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MOLECULAR BIOLOGISTS OF NIGERIA
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CHAPTER I

ARTICLE I: PREAMBLE

Since gaining independence, Nigeria, like most African countries is still beset by a myriad of social, economic and political problems. There is hope that Nigeria might somehow pull itself from the present situation and duplicate the economic miracles that have been achieved by some developed countries of the world. One important element that would be instrumental in achieving such an objective is the adoption of strategies that incorporate science into all development programmes. It is widely accepted that Nigeria's hope for radical breakthroughs lies in the creation and exploitation of an indigenous science and technology (S & T) infrastructure that could provide a motive form for the exploitation of the country's rich heritage for sustainable development. The problems facing the country in areas such as food production, loss of biodiversity, human and animal diseases, as well as environmental pollution, all call for scientific solutions.

The subjects of biochemistry and molecular biology play a pivotal role in fields such as agriculture, medicine, conservation of biodiversity and assessment of environmental pollution. For example, modern biotechnology, whose potential impact on agriculture and medicine is already well recognized, is based largely on biochemistry and molecular biology. Similarly, these subjects have had tremendous impacts on the food industry and environmental studies.

Despite these obvious points, Nigeria and indeed Africa at large, still lags behind other countries in research involving biochemistry and molecular biology. In

addition, biochemists and molecular biologist of Nigeria have over the years been working without formal registration with the Corporate Affairs Commission of Nigeria. It is this realization that leads to the forming of an umbrella society of biochemists and molecular biologists of Nigeria to foster cooperation as well as fully harness the potentials of these subjects to the overall benefits of Nigeria, Africa and the world at large.

ARTICLE 2: NAME OF THE SOCIETY

The name of the Society (hereafter referred to as "The Society") shall be SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA (SBMBN).

ARTICLE 3: OBJECTIVES OF THE SOCIETY

The society is established with the overall objective of promoting education, research and development in the fields of Biochemistry and Molecular Biology for the benefits of Nigeria and the African continent. In furtherance of this objective, the society undertakes to:

- (i) Develop networks of collaborative research in biochemistry and molecular biology among institutions in Nigeria and between them and other institutions in Africa and the rest of the world.
- (ii) Disseminate information on biochemistry and molecular biology among its members both within and outside Nigeria.
- (iii) Organize seminars, symposia and conferences in order to promote the knowledge of biochemistry and molecular biology among its members, (iv) Contribute towards capacity building in the fields of biochemistry and molecular biology by organizing short courses; identifying funding opportunities for postgraduate training; and assisting Nigerian institutions in developing curricula for the teaching of biochemistry and molecular biology. (v) Establish

and maintain contacts with organizations with similar objectives, such as Federation of African Societies of Biochemistry and Molecular Biology, Federation of European Biochemical Societies (FEBS), Federation of Asian and Oceania Biochemists and Molecular Biologists (FAOBMB), Pan American Association of Biochemistry and Molecular Biology (PAABMB) and International

CHAPTER TWO

ARTICLE 4: MEMBERSHIP

(i) Constituent Membership

This category of members shall consist of Biochemists and Molecular Biologists in Nigeria. The Council shall consider applications for admissions. The Council shall determine the membership fees and annual subscription fees.

(ii) Honorary Membership

This category of membership shall consist of individuals that have contributed significantly to the Society. Admission to honorary membership would be by invitation of the Council. Such members may be invited to attend Council meetings as observers, but they may not vote, and such attendance shall not be at the expense of the Society. Honorary membership shall remain valid for a period of two years, but may be renewed indefinitely, subject to Council approval. The decision of the Council shall be communicated to the individuals immediately following the meeting.

(iii) Associate Membership

Associate membership shall be open to non graduates of Biochemistry and Molecular Biology, to non-biochemical and molecular biology associations or organizations that may contribute to the objectives of the Society.

The Secretary General shall maintain a detailed register of members in all categories (i-iv) in which shall be entered the full name, mailing address, category

of membership and date of admission. This list shall be made available to member societies upon request.

CHAPTER THREE

ARTICLE 5: ADMINISTRATION

(i) The General Council (Congress)

The Council shall be the supreme body of the Society. It shall consist of the Board of Trustees, Executive Committee and all registered members of the Society. Honorary and Associate members may also attend the Council meetings as observers, but they will have no voting rights. The Council shall meet at least once every year; to coincide with major meetings of the society or at other times as may be necessary. The quorum for the Council meetings shall be the next whole number above one third of its membership.

The Council shall conduct the affairs of the administration. The Council shall consist of Board of Trustees, the Executive Committee (President, Vice President, Secretary General, Assistant Secretary, Financial Secretary, Publicity Secretary, Treasurer, Auditor, Editor-in-Chief of the Society's journal, the immediate past President of the Society and the Zonal Coordinators) and other constituent members. The Council shall conduct elections to the various Executive posts. The period of tenure for these officers shall be two years, renewable once. All elections shall be carried out by secret or open ballot as may be unanimously agreed by the Council. A Council member shall not be eligible for more than two consecutive terms in the same capacity, but may seek the same position after an intervening period of three years. To be eligible for the Executive office, a candidate must be a registered constituent member of the Society with voting right.

(ii) Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary General, Assistant Secretary, Financial Secretary, Publicity Secretary, Treasurer,

Auditor, Editor-in-Chief of the Society's journal, the immediate past President of the Society and the Zonal Coordinators. The Executive Committee shall meet at least once every year; to coincide with major meetings of the Federation or at any other times as may be necessary. The term of office of the elected Office Bearers shall start on the same of their election. Not less than six members shall form a quorum. The Executive Committee shall have the powers to act for the Society between meetings of the Council. The administration of the Society shall be vested on the Executive Committee who shall liaise with/respond to the Board of Trustees on all relevant issues.

(iii) Publications Committee

There shall be a Publications Committee composed of three members and the Editor-in-Chief who shall act as the Chairperson. This Committee shall serve for a period of two years, renewable once. The Council shall appoint the members to this committee and its chairperson. Due regard shall be given to the geographical distribution and fields of interest of the proposed members. The terms of reference of the Publication Committee shall be:

- (a) To formulate the publication policies of the Society and to recommend the same to the Council;
- (b) To advise the Executive Committee on all matters related to SBMBN publications;
- (c) To nominate the editors for the various publications;
- (d) To negotiate with prospective publishers regarding publications and make recommendations to the Council.

Publications of the Society shall be made available to members.

(iv) Education committee

The Education Committee shall consist of the Zonal Coordinators and the Vice President who shall act as the Chairperson of the Committee. This committee shall serve for a period of two years, renewable once. Council shall appoint the members of this committee and its Chairperson.

The terms of reference of the education committee shall be to improve the teaching and learning of Biochemistry in Africa and to facilitate the education and development of Biochemists with skills and interests relevant to improving the quality of life in Nigeria by:

- (a) Planning and coordinating training activities in biochemistry and molecular biology on a regional or nation-wide scale;
- (b) Reviewing and recommending new developments in biochemistry and molecular biology for possible incorporation into the curricula at Universities;
- (c) Organizing seminars and workshops to run alongside SBMBN conferences;
- (d) Facilitating knowledge of and access to relevant biochemistry resource materials such as affordable textbooks, literature, etc;
- (e) Promoting research in biochemical education aimed at understanding difficulties with and improving the quality of student learning in biochemistry;
- (f) Promoting interaction, liaison and collaboration with other science education bodies in Nigeria, Africa and the world.

(v) Ad-hoc Committees

The Council/Executive committee may appoint an Ad-hoc Committee to carry out a specific set of tasks. The terms of reference and composition of such committees shall be defined by the Council. Reports of such committees shall be made to the Council.

(vi)The Advisory Board

The Council may institute an Advisory Board to be constituted on matters of interest to the Society as may be considered necessary by the Council. Membership to the Advisory Board shall include but not limited to, all credible, ex-Executive Officers of the Society.

ARTICLE 6: DUTIES OF OFFICERS

(i) The President

The President shall be the Chairperson of all meetings of the Council and of the Executive Committee. In his/her absence, the Vice President shall undertake the responsibilities of the President. If both are absent then the Executive Committee shall elect one of its members to act as Chairperson.

The Chairperson shall not vote, except in the case of a tie vote, in which case the Chairperson shall cast the deciding vote.

The Chairperson may, after consultation with other members of the Executive Committee, make decisions in order to ensure the smooth running of day-to-day activities of the Society. Such decisions shall be reported to the next meeting of the Executive Committee.

The President shall be 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 the vacancy of President 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 Council and of the Executive Committee in the absence of the President

In the case 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 Chief Executive of the Society and shall be responsible for its day-to-day management. He/she shall prepare the minutes of all Council meetings in a timely fashion and be responsible for liaison with members of the Society and other organizations on matters relating to the purposes and activities of the Society. The Secretary General shall maintain an updated register of members of the society in which shall be entered the full name, mailing address, category of membership and date of admission. He shall be a signatory to the Society's bank account.

(iv)Assistant Secretary

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

(v) The Treasurer

The Treasurer shall be responsible for all moneys and valuable effects of the Society and full and accurate accounting of receipts and disbursement in books belonging to the society. The Treasurer shall, acting upon the direction of the Council, open a bank account for the Society and be a signatory on such an account. He/she shall also have the power to disburse the funds of the Society as approved and sanctioned by the Council, and the power to issue receipts for funds received by the Society. The Treasurer shall render to the Council at its regular meeting or at any other time as may be demanded by the Council, an audited annual account of the financial transaction(s) and status of the Society's accounts. The Treasurer shall serve on all committees or subcommittees dealing with the finances of the Society. The accounts and books referred to above 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 shall keep duplicate/accurate records of all income and expenditure of the Society.

(vii) Public Relations Officer:

He/she shall serve as the image-maker of the Society. He shall be the Chief spokesman of the Society in all matters relating to the general public.

(viii) Auditor:

He/she shall as at when necessary audit the accounts of the Society.

(ix) Editor in Chief:

The Editor-in-Chief shall be responsible for all publications of the Society.

ARTICLE 7. BOARD OF REGISTERED TRUSTEES

- A.** The registered Trustees of "Society of Biochemists and Molecular Biologists of Nigeria" for the purpose of the Companies and Allied Matters Decree No. 1 of 1990, Part C shall be appointed by a 2/3 majority votes at general meeting.
- B.** Such Trustees (hereinafter referred to as "The Trustees" shall be five (5) in number and shall be known as "The Registered Trustees of Society of Biochemists and Molecular Biologists of Nigeria".
- C.** The Trustees may hold office for life but a Trustee shall cease to hold office if he:
1. Resigns his office
 2. Cease to be a member of the registered Trustees of Society of Biochemists and Molecular Biologists of Nigeria.
 3. Become insane
 4. Is officially declared bankrupt.
 5. Convicted of a criminal offence involving dishonesty by a court of competent jurisdiction.
 6. Is recommended for removal from office by the Executive Committee and Board of Trustees or majority vote of members present at any general meeting of Society of Biochemists and Molecular Biologists of Nigeria.
 7. Cease to reside in Nigeria.
 8. Upon a vacancy occurring in the number of Trustees, a general meeting shall be held to appoint another eligible member of the Registered Board of Trustees of Society of Biochemists and Molecular Biologists of Nigeria.

COMMON SEAL

- D.** The Registered Trustees of Society of Biochemists and Molecular

Biologists of Nigeria shall have a Common Seal.

- E. Such common seal shall be kept in the custody of the Secretary who shall produce it when required for use by the Trustees.
- F. All documents to be executed by the Trustees shall be signed by each of the Trustees and sealed with the common seal.
- G. The Trustees shall apply to the Corporate Affairs Commission for Certificate of Incorporation under the Companies and Allied Matters Decree No.1 of 1990 Part C.
- H. If such certificate is granted, the Trustee shall have power to accept and hold in trust all land belonging to Society of Biochemists and Molecular Biologists of Nigeria and to acquire land on behalf of Society of Biochemists and Molecular Biologists of Nigeria subject to such condition as the Commission may impose.

ARTICLE 8. AUDITORS:

- A. The Society shall appoint Auditors.
- B. The Auditors shall once a year audit accounts of all income and expenditure, prepare the audited balance sheet and such statement of account, that will reflect the true financial position of the Society and present same to the last general meeting of the year or at such other times as the Society may deem fit.

ARTICLE 9: RULES AND CONDUCT

Members of SBMBN shall contribute towards the achievement of the Society's objectives (outlined in Article 3) in conformity with the following principles:

- (i) The Society is committed to the principle of equal treatment of all its members
- (ii) Members of the Society shall fulfill, in good faith, their obligations to the Society as stated in this Constitution.

(iii) Members of the Society shall refrain from any actions that may be injurious to the reputation of the Society or those that may, in any way, hinder its smooth operation.

ARTICLE 10: DISCIPLINE:

(i) Member of the Society Subject to rules and conduct (Article 9), the Council may by resolution:

(a) Suspend a member from the Society if it is of the opinion that the member has acted in a manner prejudicial to the interests of the Society. Such suspensions shall be for a period not exceeding one year.

(b) Expel a member from the Society.

Where the Council passes a resolution under sub-clauses (a-b) above, the Secretary General shall within two months cause to be served on the member a notice in writing stating clearly the resolution of the Council and the grounds on which it is based. The Council shall give due consideration to any written statements submitted by the Society in defense of the resolution. Expelled members may apply for readmission to the Society,

(ii) The Society's Officials

The Council shall have the power to remove any of its members from office. Such removal could arise from gross misconduct, neglect of duties or involvement in any activities contrary to the objectives of the Society. The motion to remove any member of the Council or Executive Committee from office shall be approved by a two-thirds majority of members present. The Executive Committee shall have the power to suspend a delinquent official from office until final ratification by members present at the next Council meeting. The Secretary General shall be required to inform all members about the removal from office of any Council or Executive Committee member as soon as such decisions are made.

ARTICLE 11: ELECTION PROCEDURE

(i) The Council shall appoint the Returning Officer and an Election Observer both of whom shall be non-voting members.

The Society shall open its bank account at a location that shall be determined by the Council's Secretariat.

ii) All elections shall be conducted by secret or open ballot and the rule of simple majority shall prevail.

(iii) The Returning Officer shall announce the final election results immediately after the voting process.

(iv) The Returning Officer shall be verbally informed of any disputes that may arise during the election process. A written notification (signed by at least two voting members) of such objections shall also be made to the Returning Officer not more than 24 hrs after the election process.

(v) Any dispute arising from elections shall be resolved by the Council who shall have the final judgment on such matters. The Council shall be expected to make their judgments immediately after the elections.

ARTICLE 12: MEETINGS OF SOCIETY

(i) SBMBN Scientific Meetings

The main Scientific Meeting of the Society shall be held at least once every year.

Other meetings of the Society shall be organized to coincide with this meeting, (ii)

Zonal meetings

Zones of the Society shall organize scientific meetings at times and places that will be determined by their own officials. The Society's Secretary General shall be kept informed whenever such meetings are planned.

(iii) SBMBN Executive Committee meetings.

The Executive Committee shall meet at least twice annually.

ARTICLE 13: THE SOCIETY'S FINANCES

(i) Revenue

The revenue of SBMBN shall consist of:

- (a) Membership subscriptions as shall be decided by the Council from time to time.
- (b) Donations, gifts and subsidies.
- (c) Funds accruing from SBMBN conferences and other meetings.
- (d) Revenue from SBMBN publications, (ii)

The Society's Bank Account

The Society shall open her bank account at a location that shall be determined by the Council's Secretariat.

(ii) SBMBN Financial Arrangements

- (a) The Society shall have discretion to extend financial assistance to her Zones, if requested, towards the expenses of scientific meetings.
- (b) Reimbursement of expenses incurred in the course of duties on behalf of the Society will only be made to office bearers and other members where prior approval has been given either through general policy guidelines or an ad hoc consent.

ARTICLE 14. AMENDMENT OF THE CONSTITUTION:

A. Amendment to the Constitution shall first be tested in writing as a motion on the floor of the general meeting and be dully supported.

B. No clause in this constitution shall be repealed or altered and no new clause shall be inserted into this constitution, except by the majority vote of two thirds (2/3) of the members present at a general meeting of the Society

ARTICLE 15. SUPREMACY OF THE CONSTITUTION:

A. This Constitution shall be binding on all members of this Society.

B. BYE LAWS: The Society may from time to time have bye-laws, which shall be Subject to the provisions of the constitution.

CHAPTER FOUR

ARTICLE 16: MISCELLANEOUS

- (i) Amendments to articles of the Constitution shall be made at the Council meetings. Proposals for such amendments can be made to the Secretary General by members/Zones of the Society. After receipt of the proposals, the Secretary General shall inform all members of the same at least one month before the Council meeting. Amendments can only be effected if supported by at least two-thirds of the Council membership.
- (ii) The administrative headquarters of the Society shall be located at a place within Nigeria to be determined by the Council.
- (iii) The Society shall be free to have affiliations with other organizations whose objectives are similar to its own. The Council shall approve any such affiliations.

ARTICLE 17. SPECIAL CLAUSE:

1. THE INCOME AND PROPERTY of SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA whensoever derived shall be applied solely towards the promotion of the objects of SOCIETY OF BIOCHEMISTS AND

MOLECULAR BIOLOGISTS OF NIGERIA as set forth in this RULES AND REGULATIONS/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 the members of SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA

2. PROVIDED that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA in return for any service actually rendered to the Society so that no member of the Council of Management or Governing Body shall be appointed to any salaried office of the Society or any office of SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA paid by fees; and that no remuneration or other benefit in money or monies shall be given by SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA to any member of such Council or Governing Body except repayment of out-of-pocket expenses or reasonable and proper rent for the premises demised, or let to the Society provided that the provision last aforesaid shall not apply to any payment of any Company to a member of the Society may be a Company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may received in respect of any such payment

3. NO ADDITION, alteration, or amendment shall be made to or in the RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General.

4. IN the event of a winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be aid to or distributed among the member of SOCIETY OF BIOCHEMISTS

AND MOLECULAR BIOLOGISTS OF NIGERIA but shall be given or transferred to some other institution or institutions, having objects similar to the objects of SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA and the body or bodies are prohibited from distributing its or their income and property amongst it's or their members to an extent at least as great as is imposed on SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA under or by virtue of the S P E C I A L C L A U S E hereof, such institution or institutions to be determined by the member of SOCIETY OF BIOCHEMISTS AND MOLECULAR BIOLOGISTS OF NIGERIA effect cannot be given to the aforesaid provision then to some charitable object.



CHAIRMAN



SECRETARY

DATE:.