

CONSTITUTION

MEDICAL ASSOCIATION OF NIGERIANS ACROSS GREAT BRITAIN (MANSAG)

Adopted on 19th day of September 1998 and revised 12th September 1999 Revised 10th October 2004 and adopted on 23rd October 2004. Revised 18th October 2008 and adopted on 31st October 2009, Revised 8th October 2011 and adopted 22nd October 2011; Adopted October 2012; Revised 12 October 2013 and Adopted 26 October 2013., Revised 01 October 2017 and Adopted 28 October 2017.

A. NAME

The name of the Association shall be called the MEDICAL ASSOCIATION OF NIGERIANS ACROSS GREAT BRITAIN (“the Charity”) or such other name as the Executive Committee in consultation with members may from time to time decide, with the approval of the UK Charity Commissions.

B. ADMINISTRATION

- (i) Subject to the matters set out below, MANSAG and its property shall be administered and managed with this constitution and by members of the executive, constituted by clause G of this constitution (“The Executive Committee”).
- (ii) The registered office of the Charity shall be at an address as may be determined by the Executive Committee from time to time.

C. OBJECTS

The association is a corporation; established exclusively for charitable, educational, scientific and research purposes. The particular objectives and purposes of the association shall be:

To promote the benefit of the public and in particular but not exclusively, Nigerian people living in the British Isles by associating together such people and the local authorities and other organizations in a common effort to relieve poverty and sickness, to advance education and to provide facilities for recreation and other leisure-time occupation with the object of improving the conditions of life of the said people.

D. POWERS

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- i. Power to raise funds and to invite and receive contributions for MANSAG. In raising funds the Executive shall not undertake or mandate any trading activities that do not conform to the relevant requirements of the law;
- ii. Power to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;

- iii. Power to subject to any consents required by law to sell, lease or dispose of all or any part of the property of the charity;
- iv. Power to subject to any consents required by law to borrow money and to mortgage, charge all or part of the property of the Charity with repayment of the money so borrowed;
- v. Power to invest the funds of the Charity in any of the investments for the time being authorized for investment of Charity funds;
- vi. Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- vii. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- viii. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- ix. Power to constitute such advisory sub-committees as the Executive Committee may think fit and ratified at the annual general meeting. The sub-committees shall report to the Executive Committee.
- x. Power to extend or reconstitute annually the terms of reference of the subcommittees at the annual general meeting.
- xi. Power to set subscription fees, annual dues, for members to be ratified at a general meeting.
- xii. Power to do all such things as is necessary for the achievement of the objects within the requirements of the law.

E MEMBERSHIP

There shall be three categories of membership of MANSAG: Regular Medical membership (referred to as “members”, Allied Health Professional membership (referred to as “AHP members”, and Honorary membership.

E (1) MEMBERSHIP

Membership of the association shall be open to:

- i. Individuals of Nigerian parentage or citizenship resident in the British Isles who are medical practitioners, lecturers, or otherwise engaged in the medical profession namely: Consultants, General Practitioners, Dentists, Associate Specialists, Staff Grade Doctors, Clinical Assistants, House Officers, Senior House Officers, Specialist Registrars, Doctors employed in the field of research or as lecturers and those of the above groups who may have retired on the grounds of age, ill health etc.
- ii. Individuals over the age of 18 years who are medical practitioners interested in furthering the objects and who have paid the annual subscription as laid down from time to time by the Executive Committee
- iii. Every member shall have a permanent number from registration
- iv. Membership shall be reviewed annually. Non-payment of dues will cause membership to lapse. Such member will be sent a reminder and given 30 days to renew membership
- v. Every paid up member shall have one vote

- vi. Any member in good standing who relocates outside the British Isles shall retain his/her membership status as long as the annual subscription is paid
- vii. The Executive Committee may unanimously and for good reason terminate membership of any individual: provided that the individual concerned shall have the right to be heard by the executive Committee, accompanied by a friend, before a final decision is made. Such termination will require a simple majority of the Executive Committee and shall be ratified by a simple majority vote of the general members at a meeting or by mail
- viii. Membership may be re-instated subject to approval by the Executive Committee and confirmation by the general membership

E (2) ALLIED HEALTH PROFESSIONAL (AHP) MEMBERSHIP

AHP Membership of the association shall be open to:

- i. Individuals of Nigerian parentage or citizenship resident in the British Isles who are qualified and employed as health professionals, but are not qualified medical practitioners (defined as being registrable with the General Medical Council of Great Britain or the Medical and Dental Council of Nigeria). This category will include practitioners of Nursing, Midwifery, Pharmacy, Optometry, Radiography, Occupational Therapy, etc.
- ii. In the event that the professional qualification of an individual seeking admission to AHP Membership is in doubt the Executive Committee is empowered to decide on such an application pending ratification at the succeeding Annual General Meeting.
- iii. AHP members shall enjoy such rights and privileges of medical members that shall include in-house medico-legal advice, clinical attachments, mentoring, sponsorship by MANSAG for research or visitation to academic centres and discounts at MANSAG programmes etc., except for exclusions stated under E (2) (iv)
- iv. AHP members may exercise voting rights regarding general association business at quorate meetings, but shall have no voting rights to elect the Executive committee of MANSAG, or regarding any proposals to amend the MANSAG constitution.
- v. The annual subscription fees of AHP members shall be decided from time to time by the executive committee but shall not exceed half the subscription rate of regular medical members.
- vi. The provisions of Article E(1) sections iv -viii above also apply fully to AHP members.

E (3) HONORARY MEMBERSHIP

- i. To all families of the above members in section E (1) i and ii
- ii. Honorary membership shall also be granted by the Executive Committee subject to approval at the annual general meeting on the grounds of contribution to MANSAG or outstanding achievement in the field of medicine or allied professions.
- iii. Suitable candidates shall be nominated by a paid up member or the executive and supported by one paid up member in good standing.
- iv. Honorary members shall have privileges as the Executive Committee may from time to time determine but shall not have the right to vote or be voted for.

E (4) ZONAL CHAPTERS

- i. The charity will encourage formation of zonal chapters. Zonal chapters shall be based on geographical boundaries provided they are viable. Geographical boundaries shall be based on city, county, or region depending on which has the greater potential viability with the minimum of 10 paid up members.
- ii. Prospective zones shall apply to the Executive Committee and successful applications will be ratified at the next Annual General meeting before they are operational.
- iii. Zonal chapters are accountable to the Executive Committee.
- iv. Each zonal chapter shall have a chairperson, secretary, treasurer and welfare & social secretary.
- v. A zonal chapter may open a MANSAG account with the expressive permission of the executive committee, and the financial secretary must be one of the signatories to the account.
- vi. The zonal chapter must adhere to the financial regulations of the association.
- vii. In the event of either a dispute within a zonal chapter or violation of the constitutional provision by elected personnel of the zonal chapter, the executive council shall have the right to appoint an interim committee to run the local chapter.

F. EXECUTIVE OFFICERS.

The executive officers will include a President, a Secretary, a Publicity and Fund Raising Secretary, a Treasurer, a Financial Secretary, a Welfare & Social Secretary, and a Trainee Representative who shall hold office after the conclusion of that meeting. Ex-officio members will comprise the immediate past President and Secretary General.

G.(A) EXECUTIVE COMMITTEE – functions duties and responsibilities of Officers

1. President
2. Secretary
3. Treasurer
4. Financial Secretary
5. Publicity and Fund Raising Secretary
6. Welfare & Social Secretary
7. Trainees' Representative
8. Allied Health Professionals (AHP) Representative
9. Two ex-officio members- immediate past President and Secretary General who will function in this capacity for 12 months only and have advisory roles and undertake any specific assignments as may be requested by the current executive committee to ensure continuity.

G (A1) President:

- i. Shall be the senior elected officer of the Charity
- ii. Shall preside at all meetings of the Charity unless indisposed in which case the secretary will preside.
- iii. Shall appoint the Chairperson of the Electoral Committee in concert with the Executive committee.
- iv. Shall appoint the Chairperson to each of the subcommittees of the association.
- v. Shall represent the Charity at regional, chapter and public functions.

- vi. Shall not be eligible for re-appointment for 3 years after a term in office.

G (A2) Secretary:

- i. Shall be the second senior elected officer of the Charity
- ii. Shall be present at all meetings of the Charity unless indisposed in which case the Executive shall nominate a deputy
- iii. Shall record minutes of the Charity
- iv. Shall maintain a database of all members of the association
- v. Shall present the minutes of the last Annual General Meeting at the next annual general meeting with corrections made as necessary.
- vi. Ensure dispatch of minutes in a timely and appropriate manner.
- vii. Should the post be vacant before the end of term of office, the President shall appoint a member of the executive committee to fill the post until the next annual general meeting.

G (A3) Treasurer:

- i. Shall be the custodian of all funds
- ii. Shall open an account with reputable bank/banks for operating and utilizing the charity funds
- iii. Shall be responsible for banking the charity funds
- iv. Shall work closely with the President and all other officers of the Charity
- v. Shall be a signatory in withdrawing charity funds
- vi. Should the post be vacant the Financial Secretary shall take up the post until the next annual general meeting

G(A4) Financial Secretary:

- i. Shall work together with the Treasurer as the custodian of the charity funds
- ii. Shall keep a written account of all financial transactions of the charity
- iii. Shall ensure valid signatures of the officers of the charity are obtainable when required
- iv. Shall present a written report with the Treasurer on the financial status of the charity
- v. Shall co-operate with the Treasurer in ensuring that the annual finances of the association are audited by a reputable certified public accountant before the annual general meeting
- vi. Should a vacancy occur the President shall appoint an interim financial secretary from the executive committee until the next annual general meeting.

G(A5) Publicity & Fund Raising Secretary

- i. Shall ensure adequate publicity of the charity programme
- ii. Shall liaise, on behalf of the executive committee, with any web management team that the executive committee may decide to appoint, and co-ordinate the management of the charity website, reporting to the executive committee.
- iii. Shall be responsible for media briefing and co-ordinate the publication of the Newsletter
- iv. Shall be responsible for organizing fund raising activities for the charity
- v. Should a vacancy occur the President shall appoint an interim officer from the executive committee until the next annual general meeting.

G (A6) Welfare & Social Secretary

- i. Shall be responsible for seeing to the welfare of members of the charity in liaison with zonal chapters.
- ii. Shall be responsible for actively seeking information relating to members in difficulty in relation to such matters as health, work, bereavement or needing the help of the charity in any way.
- iii. Shall be responsible for informing the charity of a paid up members ill health / death and presenting a plan of action which would be adopted, modified and ratified as appropriate by the executive.
- iv. Shall be responsible for coordinating and planning social events for the charity.
- v. Shall present a written report of planned activities at the annual general meeting.
- vi. Should a vacancy occur the President shall appoint an interim officer from the Executive Committee until the next annual general meeting.

G (A7) Trainees' Representative

- i. Shall be a member of MANSAG who is in training
- ii. Shall be a member of the academic committee and be responsible for organising the mentoring programme for the junior doctors
- iii. Shall be a member of any committee charged with driving for MANSAG membership, and shall co-ordinate its activities as it relates to new trainee members.
- iv. Shall represent the views of the trainees on the executive committee
- v. Shall be a member of any committee charged with disbursing of the MANSAG fellowship.
- vi. Should a vacancy occur, the President shall appoint a replacement from the membership of the MANSAG who shall be a trainee.

G(A8) Allied Health Professionals (AHP) Representative

- i. Shall be a member of MANSAG who is an Allied Health Professional
- ii. Shall be a member of any committee charged with driving for MANSAG membership, and shall facilitate its activities as it relates to new Allied Health Professional members.
- iii. Shall ensure that the views of AHP members are tabled at executive committee deliberations
- iv. Shall advise on effective representation of AHP members on subcommittees of the Association and other activities.
- v. Should a vacancy occur, the President shall appoint a replacement from the membership of the MANSAG who shall be an AHP member.

G(A9) Collective responsibility

Without prejudice to the responsibilities of individual officers listed above, any collective majority decision of the executive committee on any matter, duly made at a quorate meeting of the executive committee as detailed under K (iv) shall supersede the views of any individual member(s) of the executive and shall be binding.

G.(B) EXECUTIVE COMMITTEE TENURE

- i. The tenure of the executive committee shall be limited to 3 years on swearing in. The president will not be eligible for re-election as a president for a period of 3 years after a term of office. Officers elected mid-term can seek re-election after the completion of the term of office of the executive committee.
- ii. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- iii. Serving officers can be nominated to any existing vacancy if they so wish
- iv. No person shall be entitled to act as a member of the Executive Committee until after signing a declaration of acceptance and willingness to act in accord to laws of the Charity.
- v. All members of the Executive shall have reliable line of communication where they can be reliably reached in emergency or otherwise. They must advise members of any change of telephone numbers (landline and or mobile) promptly as well as changes of email address.

H. PROCEEDINGS FOR ELECTION OF THE EXECUTIVE OFFICERS

- i. The Executive Committee shall appoint an Electoral Committee which shall be ratified at the annual general meeting of the association one year to the expiration of their tenure.
- ii. The Electoral Committee shall conduct the election at least 6 months to the date of completion of office by the incumbent Executive Committee and shall provide the names of the elected nominees within 14 days of the conclusion of the election.
- iii. The election shall be conducted by electronic or postal ballot.
- iv. Candidates for elective office shall declare their intention and submit a resume to the Electoral Committee by the agreed deadline.
- v. Candidates must be full paid up members in good standing.
- vi. The incoming Executive Committee shall be sworn in at the annual general meeting and assume office immediately at the close of the annual general meeting.
- vii. The outgoing Executive Committee shall prepare the report of their last annual general meeting in collaboration with the incoming Executive Committee.
- viii. Without prejudice to H(i-vii) above, an AHP Representative shall be elected to serve on the Executive Committee of MANSAG at the same time as other members of the Executive Committee. Each candidate for AHP Representative must be nominated by an AHP member and seconded by a medical member. Each candidate shall declare his/her intention and submit a resume to the Electoral Committee by the agreed deadline. Voting for the AHP Representative shall be by all paid up members of MANSAG (including AHP members).

I. EXCLUSION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive shall cease to hold office following ratification by at the annual general meeting if he or she:

- i. Is disqualified from acting as a member of the Executive by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of the provision)
- ii. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- iii. Is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated

- iv. Notifies the Executive Committee of wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- v. Gives three months' notice of intention to resign the post.

J. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

Subject to the provision of sub-clause (2) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as trustee for the Charity or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

K. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall hold at least three ordinary meetings each year. A special meeting may be called at any time by the president or by any two members of the Executive Committee upon not less than 14 days' notice being given to the other members of the Executive Committee of the matters to be discussed.
- ii. The president shall act as chairman at meetings of the Executive Committee. If the president is absent from any meeting, the members of the Executive Committee present may choose one of their number to be chairman of the meeting before any other business is transacted.
- iii. There shall be a quorum of at least four of the number of members of the Executive Committee, one of which must be the President or the Secretary.
- iv. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- v. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- vi. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- vii. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee and from the general membership for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee. This includes local organizing committees of events of the charity.

L. RECEIPTS AND EXPENDITURE

- i. The funds of the charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members out of 3 members of the Executive Committee one of whom must be the Treasurer.
- ii. The funds belonging to the charity shall be applied only in furthering the objects.

M. PROPERTY.

- i. Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities;
 - b) all investments held by or on behalf of the Charity; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding Trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for acts and defaults of its members.
- ii. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

N. ACCOUNTS.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to:

- i. The keeping of the accounting records for the charity;
- ii. The preparation of annual statements of account for the charity;
- iii. The auditing or independent examination of the statements of account of the charity; and
- iv. The transmission of statements of accounts of the Charity to the Charity Commission

O. ANNUAL REPORT AND RETURNS

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commission.

P. ANNUAL GENERAL MEETING

- i. There shall be an annual general meeting of the Charity which shall be held in the month of October in each year or as close to this month as practicable thereafter.
- ii. Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least eight weeks' notice of the annual general meeting to all the members of the Charity in writing. Only paid up members of the Charity shall be entitled to attend and vote at the meeting.
- iii. The Executive Committee shall present to each annual general meeting the report and accounts of the charity for the preceding year.

Q. SPECIAL GENERAL MEETINGS.

- i. The Executive Committee may call a special general meeting of the charity at any time. If at least ten percent (10%) of paid up members approximated to the next whole number request such meeting in writing stating the business to be considered, the secretary shall be responsible for calling such a meeting.
- ii. At least eight weeks' notice must be given. The notice must state the business to be discussed.
- iii. The secretary must provide a list of paid members to any paid up member on request for this purpose.

R. PROCEDURE AT GENERAL MEETINGS.

- i. The president shall be responsible for the proper conduct of the annual general meeting.
- ii. The secretary or other persons specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- iii. There shall be a quorum when at least fifteen percent (15%) of the number of paid up members of the Charity approximated to the next whole number are present at any general meeting.
- iv. Only paid up member can participate and shall conduct themselves in an orderly manner.
- v. The president reserves the right to ask for removal of any paid up member behaving unruly in the annual general meeting.

S. EXECUTIVE COUNCIL

- i. The charity will have an Executive Council consisting of the Executive Committee including the incoming Executive when elected and Chairperson of the zonal chapters whose role and functions are wholly advisory.
- ii. The Executive Council shall meet at least once a year and plan the activities of the zonal chapters and the charity.
- iii. The Executive Council shall formulate an annual business plan for the fiscal activities of the charity subject to ratification at the annual general meeting.
- iv. The Executive Council shall insist on a prudent balanced budget in the development of the business plan and all fiscal activities of the zones and charity.
- v. The Executive Council reserves the right to recommend foreclosure of any zone(s) that is persistently financially underperforming or not showing fiscal discipline.
- vi. The Executive Committee reserves the right to veto any recommendation(s) of the Executive Council without prejudice.

T. NOTICES.

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the British Isles, or by email to his registered email address in the MANSAG members' database, and any letter or email so sent shall be deemed to have been received within 10 days of sending by email or posting.

U. ALTERATION TO THE CONSTITUTION

- i. Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- ii. No amendment may be made to clause A (the name of the charity clause), clause C (the objects clause), clause J (the Executive Committee members not to be personally interested clause, Clause V (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- iii. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- iv. The Executive Committee should promptly send the Commission a copy of any amendment made under this clause.

V. DISSOLUTION.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than six weeks' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be give or transferred to such other charitable institutions having objects similar to the objects of the Charity as the members may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

W. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING.

Until the first annual general meeting takes place this constitution shall effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed -----