

THE
CONSTITUTION
OF THE
NIGERIAN HYPERTENSION SOCIETY (NHS)



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PREAMBLE

The Nigerian Hypertension Society was inaugurated on April 27, 1993 at the first scientific meeting held in Lagos. Since then it has held twenty other meetings at various venues in the country. It is affiliated to the World Hypertension League (WHL) and the International Society of Hypertension (ISH).

We, the entire members of the Nigeria Hypertension Society, having firmly and solemnly resolved to come together as one body for the purpose of actualising the objectives of the Society, hereby frame and enact the following constitution and resolve to adopt and do hereby adopt and give to ourselves the said following constitution.

ARTICLE 1

SUPREMACY OF THE CONSTITUTION:

1. The Society shall be known, called and addressed as the Nigerian Hypertension Society (NHS).
2. The Constitution of the NHS is supreme and its provisions shall have binding force on all authorities, organs, branches and members of the Society.
3. All the words and expressions in this constitution shall have the meanings and interpretations given to it by the Members of the Society in general.

ARTICLE 2

AIMS AND OBJECTIVES OF THE SOCIETY

1. To provide up-to-date knowledge on the epidemiology, risk factors, causes, detection, complication, treatment and prevention of hypertension.

2. To bring together all Medical Practitioners and Health Professionals in Nigeria interested in the subject of hypertension.
3. To increase the awareness and promote early detection and treatment of hypertension through dissemination of information on this subject using electronic and print media.
4. To promote standard researches in all aspect of hypertension in Nigeria.
5. To collaborate with local and international societies with similar interest.

ARTICLE 3

POWERS OF THE SOCIETY

1. The Society shall have power to do anything, not contrary to an existing law, which in its opinion will facilitate attainment of its objectives.
2. The Society may receive, acquire, accept property or purchase lease or otherwise and shall also have power to dispose of any such property in such manner that will be in the interest of the Society.
3. The Society may make byelaws or standing orders or other rules as may be deemed necessary for the management of her affairs.

ARTICLE 4

MEMBERSHIP OF THE SOCIETY

4.1 Categories of Membership

There shall be the following categories of membership;

- (a) Ordinary members who shall be:
 - i. Registered Medical and Dental Practitioners with special interest in promoting knowledge in all aspects of hypertension.
 - ii. Other Medical Scientists and Health Professionals with interest in hypertension.

- (b) Corporate Members including the Pharmaceutical Organizations or Non-Medical Organizations with interest in the furtherance of the aims and objectives of the Society.
- (c) Honorary Members who shall be non-health professionals elected in recognition of their contributions (financially and morally) to the field of hypertension.
- (d) This category of membership will be open to members who satisfy a set of stringent rules that set them apart as would be determined by the Society.

4.2 Procedure for Admission of Members

An intending member recommended and seconded by a financially up-to-date member shall apply on the prescribed Application Form. Such application for membership shall be processed by the Membership Committee who shall do further processing of the application and do a recommendation (or otherwise) to the Governing Council. Recommendation for membership admission shall be ratified at the subsequent AGM. Failure of a recommended intending member to attend and present himself/herself at the subsequent meetings for two years will result in non-admission into the Society

4.3 TERMINATION OF MEMBERSHIP

1. Membership may be terminated in any of the following ways:-
 - (a) By death.
 - (b) By resignation, in which case a thirty-day notice of resignation shall be given in writing to the Secretary.
 - (c) By removal due to non-payment of Annual Subscription after due notice and three (3) months' grace.
 - (d) By a Member being disqualified from practicing in Nigeria.
 - (e) By such other reasons as the Council may determine.

ARTICLE 5

GOVERNING COUNCIL

5.1 Composition of Governing Council

The Governing Council shall consist of:-

- (a) The President
- (b) Vice President
- (c) Secretary-General
- (d) Assistant Secretary-General
- (e) Treasurer
- (f) Immediate Past President- Ex-Officio I
- (g) Immediate past Secretary-General Ex-Officio II
- (h) Other members who may be co opted by Council for the business of the Society such as but not limited to Society Journal Editor- in- Chief and Chairman Board of Trustees

5.2 Powers and Duties of The Council

- (a) The Council shall be responsible for the business of the Society and shall appoint such sub-committees as it deems necessary
- (b) It shall meet twice yearly or more often if necessary for the purpose of conducting the business of the Society.
- (c) Screening of new members and recommending such to AGM for approval.
- (d) One third of the membership of Council shall be required to form a quorum for any business of Council.

ARTICLE 6

ELECTION OF OFFICERS OF THE SOCIETY

1. Officers of the Society shall be elected at the Annual General Meeting of the Society.

2. Only Financial Members shall be eligible to vote and be voted for.
3. Nomination papers properly signed by the candidate, proposer and seconder shall be submitted to the Secretary 30 days before the Annual General Meeting.
4. Eligible candidates shall not be voted for in absentia except in exceptional circumstances accepted at the AGM by a majority vote.
5. For all positions, a member is deemed elected if he/she has a simple majority of the total vote cast during election.
6. A serving officer may be re-elected subject to article 7

ARTICLE 7

TENURE OF COUNCIL MEMBERS

1. Council Members shall hold office for a term of two years but shall be eligible for re-election for another term of two years.
2. No Council member shall serve for more than two terms in a particular office
3. There must be a space of at least 4 years before a two-term Council Member seeks office again.

ARTICLE 8

DUTIES OF THE COUNCIL MEMBERS

(a) The President

1. The President shall direct the Secretary to summon a Meeting (Council, General or Extra Ordinary).
2. The President shall preside over all meetings of the Association.
3. The President in consultation with the Council Members shall interpret the Constitution and byelaws and decide any doubtful points. Any disagreement arising from such interpretation shall be referred to the Committee of Past Presidents,

which shall be constituted by the Governing Council as the final arbiter.

4. The President shall be a signatory to the Bank Account of the Society.
5. The President shall deliver a Presidential Addresses at each Annual Scientific Meeting.

(b) Vice President

1. The duties of the Vice President shall be as designated by the President.
2. In the absence of the President, the Vice President shall perform his duties.
3. The Vice President shall be the Chairman of the standing Membership Committee of the Society.

(c) Secretary General

- (1) The Secretary shall on the authority of the President summon all Meetings.
- (2) He shall take and keep the Minutes of Meetings and records of the Society and the Governing Council.
- (3) He shall keep an inventory of all the Society's properties.
- (4) He shall be a signatory to the Society's Bank Account and keep an Imprest Account.

(d) Assistant Secretary General shall assist the Secretary General and shall act as the Secretary in the absence of the Secretary General.

(e) Treasurer:

- (1) He shall receive all monetary income due to the Society and make all payments ordered by the Council and/or approved by the President.
- (2) He shall be a signatory to the Society's Bank Account.
- (3) He shall present an Audited Account at each Annual General Meeting.
- (4) He shall periodically circulate a list of financial members.

(f) Support Staff

The Society may employ services of ad hoc secretariat staff for effective management. The salary of such staff shall be determined by the Council.

ARTICLE 9

BOARD OF TRUSTEES(BOT)

9.1 There shall be a Board of Trustees(herein referred to as "the Trustees" which shall be entrusted with investible funds of the society.

Membership which shall not be less than five or more than seven, shall be drawn from but not limited to past Presidents of the Society by the Governing Council

The sitting President shall also be an ex-officio member.

The Secretary-General shall be the Secretary to the Board.

9.2 The rules and regulations governing the registered Trustees

The rules and regulations governing the registered Trustees of the NHS are:

- (a) The Trustees at their first meeting in each year shall elect one of their members to chair all meetings for the duration of that year.
- (b) Four (4) Trustees present in person at a meeting shall constitute a quorum
- (c) The Trustees shall order their own procedure as to the time and frequency of their meetings, provided they meet at least once a year.
- (d) The Chairman, BOT shall automatically be Ex-officio member of the Council.
- (e) The Trustees may hold office for life. However, any Trustee shall cease to hold office if:
 - i. By a notice to the Council in writing, he resigns his office.
 - ii. He becomes bankrupt or insolvent
 - iii. He ceases to reside in Nigeria permanently

- iv. If he ceases to participate actively in the activities of the Society
 - v. He is convicted by a law court of a criminal offence; or.
 - vi. He is removed from office by an ordinary majority vote of the AGM.
- (f) Upon vacancy occurring in the membership of the Board of Trustees, the Council shall appoint another suitable Trustee.

9.3 Trustees' Seal

- (i) The Trustees shall have a common seal to be kept by the person holding the office of Secretary General, or any other person as the Council may direct, who shall produce it when required for use by the Trustees.
- (ii) The Seal shall not be affixed to any instrument or document except by the authority of a resolution of the Council.
- (iii) All documents to be executed by the Trustees shall be signed by any two of the Trustees and the Secretary General.

9.4 Certificate of Incorporation

- (i) The trustees shall apply to appropriate authority for a certificate of Incorporation and any other certificate (s) as is (are) necessary for the Society in accordance with the relevant provisions of the law of the Federation.
- (ii) Upon due registration, the Trustees shall have power to hold in trust any landed property and other properties belonging to the Society and to acquire landed properties, and other properties on behalf of the Society.
- (iii) The Trustee may sue or be sued on behalf of the Society.

ARTICLE 10

STANDING COMMITTEES

There shall be the following standing Committees;

1. Membership Committee
2. Hypertension Management Guidelines Committee

3. Communication Committee
4. Research, Science and Education Committee
5. Zonal Advisory Committee
6. Any other Committee shall be constituted as deemed necessary by the Governing Council from time to time.

The terms of reference and composition of the Committees shall be as determined by the Council

ARTICLE 11

GENERAL MEETINGS

11.1 Annual General Meetings (AGM)

- (a) There shall be an Annual General Meeting/Conference, which shall be held in every last week of June or first week of July or at a date not longer than 18 months after the previous one.
- (b) The Agenda at Annual General Meeting shall include:
 - (1) Minutes of previous AGM and Matters arising there from.
 - (2) President's Address.
 - (3) Secretary's Report.
 - (4) Treasurer's Report.
 - (5) Auditor's Report (This shall be presented by 2 Unofficial Members of Council).
 - (6) Fixing date and venue of the next Conference.
 - (7) Admission of new Members
 - (8) Any other Business
 - (9) Election of Officers.

11.2 Extra Ordinary General Meetings (EGM)

An Extra Ordinary General Meeting may be called whenever necessary.

ARTICLE 12

QUORUM

1. No business shall be transacted at any meeting of the Society unless a quorum is formed at the time when the meeting proceeds to business.
2. Unless otherwise prescribed herein in this constitution, quorum:
 - a. at Council Meeting shall be 1/3 of Council Members.
 - b. at Annual General Meetings shall be 20 Members.
 - c. at Extra Ordinary Meetings, shall be 1/2 of Council Members and 10 Ordinary Members.

ARTICLE 13

NOTICE OF MEETING

1. Notice of an Annual General/Society's Annual Conference stating the Date, Time and Venue of the Meeting shall be dispatched or published at least eight weeks before the dates of the Conference.
2. Four weeks' notice must be given to members for an Extra Ordinary General Meeting.

ARTICLE 14

FINANCE

14.1 SOURCES OF FUNDS

- (i) **Annual Dues:** The yearly dues payable by various classes of membership (the classes of membership as listed under Article 4) shall be determined by the AGM and reviewed periodically.
- (ii) **Registration Fees:** All new members of the Society shall pay a registration fee to be determined by the AGM.

- (iii) Such other sources of funds as may be determined by the AGM

14.2 BANKING

1. All monies, deeds, documents of title and securities belonging to the Society shall be deposited by the Treasurer in the Society's bankers for safe keeping.
2. The President, Secretary-General and Treasurer shall be the signatories to the account of the Society.
3. All cheques drawn on the Society's Bank Account shall be signed by at least two of the signatories.
4. Funds for the Society's Account shall only be withdrawn after the approval of the President.
5. At the expiration of the tenure of the Treasurer, all the Society's financial documents shall be handed over to the new Treasurer within one month of the AGM.
6. Change of signatories to the Society's account shall be concluded within three (3) months after the AGM.

ARTICLE 15

AMENDMENT OF THE CONSTITUTION

The Constitution may be repealed or amended in part through the due process outlined below:

1. Notice of any amendment to the Constitution proposed by any Member or Group of Members shall be sent to the Secretary General at least Three (3) months before the next AGM.
2. The proposed amendment shall be tabled before the Members at AGM for deliberations and adoption or/and ratification

provided a vote shall be taken at the AGM on every proposed amendment.

3. The amendment shall be adopted by 2/3 majority of Financial Members present at the AGM.
4. Voting shall be by show of hand, unless otherwise agreed by Members at the Meeting.

Read and Adopted at the 22nd Annual General Meeting held at the International Conference Centre, Abuja, Nigeria on 29th day of June, 2018.

Prof A.B.O. Omotoso
President, NHS

Dr K.W.Wahab
Secretary General, NHS