

**THE CONSTITUTION**

**OF**

**THE ROYAL KLINICANS FOUNDATION**

**(2021)**

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# **THE CONSTITUTION OF THE ROYAL KLINICANS FOUNDATION**

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## **PREAMBLE**

**We**, the Royal Klinicians Foundation a non-profit and non-political organization having firmly and purposefully resolved to form an association anchored on unity, camaraderie, impact, oneness, free and access to health care facilities and to promote our general welfare of the society, do hereby make, enact and give ourselves the following Constitution and to be governed by the provisions herein contained:

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## **CHAPTER ONE GENERAL PROVISIONS**

1.- The General Provisions provides the following:

- (1) There shall be in establishment of the Royal Klinicians Foundation (hereinafter referred to as “the Foundation”).
  - (2) The Foundation shall have its Motto as for the love of Humanity.
  - (3) The principal office of the Association shall be situated at the University of Nigeria Teaching Hospital, Itiku Ozalla Campus, Enugu State.
2. - (1) This Constitution is supreme, and its provisions shall have binding force on all members of the Association.
- (2) The Foundation shall not be led, nor shall any person or group of persons take control of its affairs, except in accordance with the provisions of this Constitution.
  - (3) If any other bye law made by the General Meeting of the Foundation is inconsistent with the provisions of this Constitution, this Constitution shall prevail, and that other bye law shall to the extent of the inconsistency be void.

## **CHAPTER TWO AIMS AND FUNDAMENTAL OBJECTIVES**

3. The Foundation shall have its aims and fundamental objectives as follows;

- (1) To promote free and affordable access to health care facilities, education, and other social amenities to vulnerable children, orphans, the less privileged in the society and victims of conflicts.
- (2) Provide support to orphanages and facilities for rehabilitating and resettling abandoned children and the motherless.
- (3) To contribute to poverty alleviation in rural communities in Nigeria by economically empowering the youths, women and widows through Training in modern techniques for sustainable agriculture, proper use of inputs, access to agricultural insurance and to markets.

- (4) To foster fellowship and positive cooperation and understanding among members of the Foundation.
- (5) To co-operate to the fullest degree with all in fostering the spirit of oneness among members of the association.
- (6) To contribute its best in the promotion and sustenance of the Foundation.
- (7) To lay out for members a programme of social and other activities on as many occasions as are desirable.
- (8) To assist one another in times of need.
- (9) To do all other things as may be considered necessary in the interest particularly of the Association, the community and humanity.

### **CHAPTER THREE**

#### **4.1 MEMBERSHIP/DUES**

Membership of the Foundation shall be open to anyone identifiable as a Medical and Dental Student of any recognized University and a Medical Doctor who has the license to practice medicine in any part of the world provided that:

- i. He/ She pays a registration fee that may from time to time be fixed in the General Meeting; a person shall be a registered member of the Association if he or she has his or her name and other required information entered in the Foundation's Register by the Secretary at the cost of N5000.
- ii. He/ She pays his/her annual subscription and other levies regularly.
- iii. To retain membership once registered, he/she shall attend meetings.
- iv. He/she shows reasonable interest in the activities of the Foundation.

#### **4.2 RESPONSIBILITIES OF MEMBERS**

- i. To ensure due compliance with the aims and objectives of the constitution of the Foundation.
- ii. To have sincere interest in promoting the growth of the Foundation.
- iii. Subject to (iv) of this section, to pay a yearly dues of N10,000.00 (Ten Thousand Naira Only) and such other or further dues that shall from time to time be requested to be paid by members. Provided a member shall not be in arrears of cumulative payment for more

than 2 (two) months. A member who is not compliant with the payment plan shall not be entitled to benefits that shall accrue to every member of the Association.

- iv. The Board of Trustees shall have the power to grant waiver under (iii) of this section, provided it satisfies itself that the non-payment or default in payment is occasioned **by** exceptional circumstances which the defaulting member had no way to have avoided.
- v. Exceptional circumstance means the happening beyond a member's control. In consideration of each case, the records of the member's participation shall be a mitigating factor.

### **4.3 WELFARE OF MEMBERS**

4.3.1 The Foundation shall provide every member with an equal opportunity to benefit from the Foundation. A member will be connected to a network of support, friendship and resources. Members who are up to date can also advertise their businesses and services on the social media platforms of the Foundation.

4.3.2 Members shall be eligible to financial support from the Foundation on certain special occasions as represented below:

- a.** Marriage ceremony:
- b.** Death of a Member:
- c.** Death of a member's parent:
- d.** Sick member:
- e.** Member in distress:
- f.** Other social functions:

## **CHAPTER FOUR ORGANS OF THE ASSOCIATION**

### **1. BOARD OF TRUSTEES**

(A). The Board of Trustees (hereinafter referred to as “The Trustees”) shall act as guardians to ensure that the foundation protect and maintain their core values and objectives of the foundation.

(B). The first set of Trustees shall be the founding members of the Foundation whilst all other members shall be appointed at the recommendation of the Chairman Board of Trustees and approval from other trustee members.

(C). The trustees of The ROYAL KLINICIANS FOUNDATION are for the purpose of the Companies and Allied Matters Act CAP C20 LFN 2004, shall be elected or appointed at a general meeting with simple majority votes of members present.

(D). The Trustees shall comprise of founding members and a non-founding member may be appointed as a Trustee in the general meeting.

(E). A Trustee may hold office for life but shall cease to hold office if he

- (i) resigns his office
- (ii) becomes insane
- (iii) is officially declared bankrupt
- (iv) is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction
- (v) is removed by a resolution of 2/3 majority votes of members at a general meeting.

(F) Where a Trustee leaves as a result of Clause (E) a general meeting shall be held to appoint another eligible trustee for the foundation.

### **2. THE CHAIRMAN**

- (i). The chairman is a person nominated by the Board of Trustees and will oversee the administration running of the foundation for the period of 6 months.
- (ii). The chairman may be re-elected for another 6 months within this period.
- (iii). After two tenures which is one year, a person shall not be elected to the position of a chairman till the position has gone round the other Board of Trustees.
- (iv). Notwithstanding the provision of (iii), a person may be re-elected as a chairman when other Board of Trustees are not willing to assume the position of a chairman.

#### **2.1 DUTIES OF THE CHAIRMAN**

- (i). The chairman shall be responsible for every administrative responsibility of the foundation during his tenure.
- (ii). Supervising the coordinators for each month, ensuring they have plans for the month and the plans are executed.
- (iii). Overseeing the signing of documents and official duties during his tenure.
- (iv). Ensuring the smooth passage of coordinatorship at the end of each month
- (v). Organization of the annual general meeting together with the coordinator for the month.

### **3. THE COORDINATOR**

The coordinator shall be responsible for the overseeing all the activities the foundation has for the month, working closely with the Chairman.

#### **3.1 DUTIES OF THE COORDINATOR**

- (i). Continue with the handling any pending projects already in plan that was started by the previous coordinator.
- (ii). Initiate any projects they plan to put in motion
- (iii). Vetting and induction of new members if the process falls within the month they are in charge
- (iv). The coordinator shall come up with monthly plans of what they hope to achieve during their monthly tenure.
- (v). The coordinator shall organize an end of the month meeting
- (vi). The coordinator shall from time to time as the circumstances demand organize any emergency meeting within the month of his tenure.
- (vii). Responsible for handling whatever problems that arise within the month, together with the Chairman.

### **4. GENERAL MEETING**

- (i) The Foundation shall have an Annual General Meeting of its members in addition to any other meeting in a year and each meeting shall be properly specified in the notice calling it.
- (ii) Each decision of the Trustees shall be subject to the approval of the General Meeting before execution. Provided that in the event of emergency where sufficient notice cannot be given of an intention to get members to vote, the Trustees may act and such act may be ratified or overruled by the Foundation.
- (iii) The General Meeting shall have powers to make bye laws on any issue not contemplated by this Constitution, provided it is for the best interest of the Foundation.
- (iv) Each General Meeting of the Association shall be held either physically or virtually using such platform as shall be stipulated by the trustees.
- (v). Lateness to any general meeting, both physically or virtually means appearance to the meeting 30 minutes after commencement:
- (vi) Lateness attracts a fine of 1000NGN.
- (vii) Absence from a meeting without the coordinator being previously informed shall attract a fine of 2000NGN.

## **5. QUORUM OF GENERAL MEETING**

- (1) The Quorum of the General Meeting shall be two-third of all the members of the Foundation or 20 members whichever is lesser.
- (2) At least two third majority will be required in every meeting and every decision shall be ratified by at least two third majority votes.

## **6. SECRETARY GENERAL**

- (1). The Secretary-General shall be appointed in the Annual General Meeting and ratified by the Board of Trustees.
- (2). The Secretary-General shall have a tenure of one calendar year and can be reappointed by the Board of Trustees in the Annual General Meeting.
- (3). The Functions of the secretary-general in the foundation shall include the following:
  - i. Taking minutes in meetings.
  - ii. Keeping files of past minutes and reports.
  - iii. Letting people know when and where the next meeting is and what it is about.
  - iv. Helping to prepare agendas for meetings with the Coordinator.
  - v. Writing and receiving letters on behalf of the group.
  - vi. Other functions that may from time to time be assigned to the secretary.

## **7. TREASURER**

- (1). The Treasurer shall be appointed in the Annual General Meeting and ratified by the Board of Trustees.
- (2). The Treasurer shall have a tenure of one calendar year and can be reappointed by in the Annual General Meeting.
- (3). The Treasurer shall manage and oversee the management of the financial affairs of the foundation.
- (4). The Treasurer shall be responsible for reminding the members of the payment of their dues and other payments that will come up from time to time.

## **CHAPTER FIVE**

### **GROSS MISCONDUCT –**

- (1). Gross Misconduct shall be considered as any offensive action not covered as Misconduct and severe enough to incur a higher penalty than Misconduct.

- (2). When any member feels another has perpetrated gross misconduct, he shall raise up the matter during the meeting and the action reported shall be unanimously verified as Gross Misconduct upon which penalties would also be unanimously agreed.

## **CHAPTER SIX HIERARCHY**

- (1). There shall be no hierarchy in the Foundation.
- (2). All other positions in the foundation like the secretary-general, coordinator, treasurer, etc shall not in any way come with any form of status. Such positions are just mere appointments which are considered as an act of service to the foundation.

## **CHAPTER SEVEN COMMITTEES:**

### **(1). ETHICS COMMITTEE**

- i. The Ethics committee shall be in charge of creating the legislature which guides the foundation.
- ii. The Ethics committee shall also be responsible for the enforcement of the legislature that guides this great foundation.
- iii. Reviewing the qualifications of intending members.

### **(2). ADMINISTRATIVE COMMITTEE**

- i. The Chairman shall be the head of the administrative committee.
- ii. The Administrative committee shall be in charge of the planning of the meetings of the Foundation.
- iii. The Administrative Committee shall always ensure that all the administrative functions and needs of the foundation are met.

### **(3) PLANNING COMMITTEE**

- i. The Planning Committee shall be a standing committee for the purpose of this constitution.
- ii. For special summits and events, there shall be created for that particular purpose a planning committee to help the administrative committee in the success of such events.
- iii. The Planning Committee shall be dissolved after the success of the event.

**CHAPTER SEVEN  
RECRUITMENT OF NEW MEMBERS**

- i. Recruitment of new members shall be on the basis of indicated interest.
- ii. The acceptance of the prospective inductee must be unanimous as the internal unity of the Foundation is Sacred.
- iii. New members shall be medical doctors and/or medical and dental students of any recognized university.

**CHAPTER EIGHT  
SOURCE OF INCOME.**

The source of income shall be but not limited to:

- i. Internally generated income i.e dues, fines, and contributions from members
- ii. Externally generated incomes from
- iii. Research grants, donations from individuals, companies, cooperate/allied organizations and governments agencies.
- iv. Sale of our branded products.

**CHAPTER NINE  
DISBURSEMENT OF FUNDS**

The funds and income of the association shall be disbursed only when the association sees it expedient to do so and this shall be done by the Board of trustees.

**CHAPTER TEN  
KEEPING OF ACCOUNT**

The association shall ensure the accurate keeping of all records of income and expenditure of the association.

**CHAPTER ELEVEN  
APPOINTMENT OF AUDITORS**

Auditors shall be appointed by the board of Trustees to audit the financial records of the association and submit an audit report to the general meeting of the association.

## **CHAPTER TWELVE BY-LAW**

- i. The association may enact by-laws for effective day to day running and management.
- ii. The provisions of the by-law shall not be inconsistent with any provision of the constitution and before it becomes operational be registered with the commission.
- iii. The registered by-law shall be effective and binding on all members of the association

**PROVIDED** that were the by-law is inconsistent with the constitution, the provisions of the by-law shall be null and void to the extent of its inconsistency.

The association may alter the provisions of this constitution or the by-law at a general meeting by a resolution passed by a simple majority of its members and approved by the commission.

## **CHAPTER THIRTEEN SPECIAL CLAUSE**

### **(I) THE INCOME AND PROPERTY OF THE ROYAL KLINICIANS FOUNDATION**

however so derived shall be applied solely towards the promotion of the objects of the body set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit to the members of the body

**(II) PROVIDED** that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration of an officer or servant of the body in settlement of any service actually rendered to the body provided that

(a) no member of the council or management or governing body shall be appointed to any salaried office of the body, or any office of the body paid by fees, and;

(b) no remuneration or any other benefit or money's worth shall be given by the body to any member of such council or governing body except repayment of out of pocket expenses or reasonable and proper rent for premises demised or let to the body or reasonable fees for services rendered.

**(III) IF** in the event of winding up or dissolution of the body there remains, after the satisfaction of all it's just debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the association but shall be given or transferred to other institutions having similar objects and such institution(s) to be determined by the members of the association before or at the time of resolution.

IF effect cannot be given to the aforementioned provisions, the remaining shall be transferred to some charitable organization.

**CHAPTER FOURTEEN  
QUASI-JUDICIAL BODY**

- (1) There shall be established for the Foundation, a quasi- judicial body to be known as the Foundation Tribunal.  
The Legal Adviser to the Foundation shall be the chairman of this tribunal.
- (2) The Foundation Tribunal shall be made up of 4 (four) other members of the Foundation who shall be elected by members in the General Meeting and shall hold office for one term of one year.
- (3) The Foundation Tribunal shall have jurisdiction to entertain all causes or matters arising from the interpretation of any section of this constitution, any cause or matter arising from the bye laws made by the General Meeting, electoral disputes, disputes arising from the Foundation or between the individual members in relation to the foundation.
- (4) A person shall be qualified for the position of a member of the Foundation Tribunal if:
  - a) He/ She is a medical doctor.
  - b) He/ She is not indebted to the Foundation in any manner.
  - c) He is an active member of the Foundation.

**CHAPTER FIFTEEN  
ELECTION**

- (1) All elections shall be done by either:
  - (a) Popular votes that is, by show up of hands, or
  - (b) Secret ballots, or
  - (c) Any other form of electronic voting that may be determined from time-to-time by the Electoral Body, or
  - (d) Viva voce i.e. Nay or Nil, as the case may be.
- (2) Voting for motion during the proceedings of the General Meeting or the Extra-Ordinary General Meeting shall be determined by simple majority votes.

**CHAPTER SIXTEEN  
AMENDMENT**

- (1) This constitution is subject to amendment by a two-third majority votes of the members present at the General Meeting.
- (2) Any subject matter on which this Constitution is silent shall be decided by two-thirds majority votes of the members present at the General Meeting, and such decision shall stand as the bye law governing that subject matter amendable only by two-thirds majority votes of members present at the General Meeting.

**CHAPTER SEVENTEEN  
MISCELLANEOUS**

- (1) This Constitution shall be cited as ‘The Constitution of The Royal Klinikans Foundation (2021).’
  - (2) The commencement of this Constitution shall take effect from the date of adoption by members in the General Meeting or Extra-Ordinary General Meeting.
- 21(1) Any member belonging to the Board of Trustees, the Foundation Tribunal or any member acquiring any office by virtue of an election or appointment, shall before the assumption of office, take an oath of office as provided in the third Schedule to this Constitution.
- (2) Save and except as may be provided by the express provisions of this Constitution as regards ad hoc committees, a person shall not be qualified to hold at the same time, more than one position under this Constitution.
22. Certificate of Merit shall be presented to holders of any office, members of any committee, or Body created by this Constitution upon successful completion of the tenure of office or appointment or assignment and to any other person who has rendered distinguished and meritorious services to the Foundation.

Provided that such officer or member must not have been adjudged guilty of any misconduct or other improper conduct during their tenure of office or continuance of membership of such a committee or body.

**CHAPTER EIGHTEEN  
INTERPRETATION**

23. In this constitution, unless it is otherwise expressly provided or required by the context, the words mentioned herein shall have the following meaning:
- (a) “bye law” means laws made by the members in the General Meeting.
  - (b) “Foundation” means Royal Klinikians Foundation.
  - (f) “ad hoc committees set up by the General Meeting” includes such committees set up to inquire into, deliberate and report to the General Meeting on specific issues not provided for in this Constitution.
  - (g) “required profiles” include Full Names of a member, Sex, Date of Birth, Occupation, State of Origin and others.
  - (i) “Reasonable Excuse” means genuine excuses devoid of triviality.
  - (j) “incapacitation” means ill-health, or unsound mind.
  - (k) “quasi-judicial” means the judicial wing of the Foundation.
  - (l) “proceedings” means the ongoing business of the General Meeting.
  - (m) “Competent” includes physical and mental fitness and not being under any legal impediment.
  - (n) “independent Body” means a body free from the control of the Board of Trustees or other bodies of the Foundation.

- (q) “consistent with attendance” means attendance to meetings for two years prior to the time for the submission of written accusations for removal.
- (r) “gross misconduct” means contravention of any section of this constitution and such other acts as would be determined to constitute gross misconduct by the General Meeting.

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**FIRST SCHEDULE**

**AD HOC COMMITTEES**  
**Pursuant to Section**

- **Adminstrative Committee**
- **Planning Committee**
- **Auditing Committee**
- **Constitution Review Committee**

**SECOND SCHEDULE**

**EXPRESSION OF INTEREST FORM**  
**Pursuant to section ----- of this constitution**

I, ....., a member of the **Royal Klinicians Foundation** hereby endorse this form expressing my interest for the position of .....

**Particulars of Applicant**

- **Name:** .....
- **Residential Address:** .....
- **Home Address:** .....
- **Phone Number:** .....
- **Class:** .....
- **Date of Joining the Association:** .....
- **Are you up to date with dues/levies?** .....If **NO**, state reasons.....
- **Have you been indicted for misconduct by the Foundation Tribunal** ..... If **YES**, explain briefly  
.....  
.....  
.....
- **Describe means of payment for this Form** .....

.....  
**Candidate's Signature**

**In the presence of:**

**Name:**.....  
**Address:** .....  
**Signature:** .....

**THIRD SCHEDULE  
OATH OF OFFICE  
Pursuant to section 21 of this Constitution**

**Item 1.**

**Oath of Office of the Board of Trustees and other Appointees of the Foundation.**

I, ----- do solemnly swear/affirm that I will be faithful and bear true allegiance to the Royal Klinicians Foundation; that as the -----, I will perform my functions honestly to the best of my ability, faithfully and in accordance with the Constitution of the Foundation and that I will earnestly see that through my office, the Aims and Fundamental Objectives of the Foundation are achieved.  
So, help me God.

**Item 2.**

**Oath of Office of the members of the Foundation Tribunal**

I,----- do solemnly swear that as a member the Foundation Tribunal, I shall carry out my functions faithfully without fear or favour, that I shall uphold the course of justice and that I shall uphold the provisions of the Constitution of the Foundation. So, help me God.

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