

SOCIETY FOR INNOVATION IN HEALTH AND SCIENTIFIC DEVELOPMENT (SIHSD)

I. MEMORANDUM OF ASSOCIATION

1. Name of the Organization

The official and legal name of the organization shall be "**Society for Innovation in Health and Scientific Development (SIHSD)**". The Society is established as a not-for-profit, non-governmental corporate entity recognized under the laws of the Federal Republic of Nigeria and duly registered as a company limited by guarantee. This name shall be used consistently for all legal, public, and operational purposes.

2. Registered Office

The Society shall maintain a formally recognized and legally registered head office within the territory of the Federal Republic of Nigeria. This office shall serve as the central administrative headquarters for all correspondence, governance, and operational matters. The location of this registered office may be changed from time to time, as approved by the Council of the Society, provided that due notice is given to all stakeholders and appropriate regulatory bodies are notified in accordance with relevant legal provisions.

3. Objectives of the Society

The Society for Innovation in Health and Scientific Development (SIHSD) is established with the primary aim of promoting research, innovation, and excellence in the domains of health, science, and technology. The Society is committed to fostering national development, advancing public welfare, and elevating Nigeria's global standing through scientific engagement. The objectives of the Society include but are not limited to the following:

(a) Advancement of Scientific Knowledge

To proactively foster the development, advancement, and dissemination of scientific and technological knowledge through research, innovation, education, training, and application. This includes the promotion of interdisciplinary studies and the encouragement of solutions that are locally grounded and globally relevant.

(b) Promotion of Research

To initiate, support, and promote research in health sciences, engineering, natural and social sciences, and technology that addresses both theoretical and practical challenges confronting Nigeria and the global community. This includes undertaking collaborative and multidisciplinary research projects that generate knowledge to inform policy, improve public health, and enhance national productivity.

(c) Policy Engagement and Thought Leadership

To provide reliable, evidence-based insights and recommendations on matters of public policy related to science, technology, innovation, and healthcare. The Society shall engage with government agencies, non-governmental organizations, civil society, and academic institutions to ensure that scientific knowledge is effectively translated into policy and action.

(d) Dissemination of Knowledge

To facilitate the broad dissemination of scientific, technological, and health-related knowledge through the publication of scholarly journals, newsletters, policy briefs, technical reports, and public education materials. This objective includes organizing lectures, conferences, symposia, and webinars to engage with scholars, professionals, and the general public.

(e) Capacity Building and Professional Development

To offer educational and professional development programs such as training workshops, seminars, and certification courses that build the capacity of individuals and institutions in research methodologies, technology management, public health, data science, and allied fields.

(f) National and International Collaboration

To foster and maintain partnerships with national and international organizations, including professional bodies, universities, think tanks, donor agencies, and innovation hubs. These collaborations shall be guided by shared values and mutual goals of promoting innovation, public health, scientific development, and sustainable growth.

(g) Institutional and Organizational Empowerment

To empower and support institutions working in science, technology, and healthcare through consultancy, shared services, mentorship, and technical advisory roles. This includes helping organizations to develop research strategies, secure funding, and evaluate programs.

(h) Other Incidental Objectives

To undertake any additional activities, projects, or initiatives that directly or indirectly advance the mission of the Society, provided that such activities are not profit-driven and conform with the ethical standards and legal limitations of a non-profit organization. These include but are not limited to:

- Representing and advocating for the interests and intellectual contributions of its members on national and international platforms.
- Entering into agreements with public and private bodies for grants, projects, or collaborative initiatives that further the Society's aims.
- Organizing fundraising activities, public campaigns, and media outreach to support research, innovation, and education.

- Supporting or forming charitable institutions whose missions align with that of the Society.
- Providing consultancy, advisory services, or technical assistance to institutions and governmental bodies.
- Serving as trustee, advisor, or steward for properties or funds designated for scientific and health development.
- Receiving and responsibly managing donations, endowments, and legacies in the form of cash, land, equipment, or other assets.
- Acquiring and developing physical and digital infrastructure necessary for the execution of the Society's programs.
- Leasing, renting, or disposing of property and other assets in furtherance of the Society's objectives.
- Investing funds not immediately required for operations in credible and legally recognized financial instruments.
- Merging or affiliating with other associations or institutions whose goals are complementary to those of the Society.
- Establishing welfare programs such as pension plans, health insurance, or emergency support schemes for staff and dependents.

4. Use of Funds and Resources

All income, donations, grants, and properties received by the Society shall be applied solely for the execution of its stated objectives. No portion of the Society's funds shall be distributed as profits, dividends, or bonuses to its members, trustees, or officers, except as fair compensation for legitimate services rendered or reimbursement for approved expenditures. The Society shall remain transparent, ethical, and legally compliant in the management and disbursement of all funds.

Remuneration for services rendered shall be determined based on prevailing industry standards, the scope of work done, and the necessity of such services for fulfilling the Society's objectives. At all times, financial decisions shall prioritize public interest, accountability, and sustainability.

5. Members' Liability

Every member of the Society shall undertake a limited financial obligation in the event of the Society being wound up. This guarantee is limited to a sum not exceeding **Five Thousand Naira (₦5,000)** or an equivalent value, and shall be used solely for the settlement of debts and liabilities contracted while the individual was a member or within one year after their membership ceases. Collectively, members' contributions shall not fall below **Ten Thousand Naira (₦10,000)** unless otherwise adjusted by the Council and ratified at the General Assembly.

This clause ensures that while members benefit from association and intellectual fellowship, they are also aware of their collective responsibility in safeguarding the long-term financial health and legal integrity of the Society.

6. Distribution of Assets upon Dissolution

If at any point, the Society is dissolved—whether voluntarily or by legal enforcement—its assets and liabilities shall be addressed in an equitable, lawful, and socially responsible manner. After the payment of all debts and obligations, no remaining assets shall be distributed to members. Instead, such assets shall be transferred to one or more institutions of a public character that share similar missions and are registered under the relevant charitable laws in Nigeria.

Such institutions shall be selected by resolution of the Council and subject to the approval of the appropriate regulatory authority or Minister of Finance, in accordance with the Charities Act and the Companies and Allied Matters Act (CAMA).

7. Financial Records

The Society shall ensure that accurate, timely, and complete records are maintained in relation to all financial transactions, including donations received, grants awarded, assets acquired, and liabilities incurred. These records shall be maintained in compliance with the standards of financial accountability and transparency required of charitable organizations and shall be subject to periodic review.

The books of accounts shall be open to inspection by members in good standing, subject to written request and within reasonable procedural conditions. Annual reports shall include audited financial statements and shall be shared with relevant authorities and stakeholders to promote accountability and transparency.

8. Annual Audit

An external audit of the Society's accounts shall be conducted at least once every financial year. This audit shall be carried out by a firm or individual certified by the appropriate professional accounting body recognized in Nigeria.

The purpose of the audit is to ensure:

- Accuracy in the financial statements.
- Adherence to relevant financial regulations.
- Proper usage of funds in alignment with the objectives of the Society.
- Confidence among donors, partners, and members in the stewardship of the Society's resources.

The audited financial report shall be presented during the Annual General Meeting and made available to regulators, donors, and interested stakeholders.

This Memorandum of Association provides the foundational charter of the Society for Innovation in Health and Scientific Development (SIHSD). It articulates the Society's mission, operational principles, governance structure, and long-term commitments to public service, ethical conduct, and national development through science, innovation, and health advancement.

SOCIETY FOR INNOVATION IN HEALTH AND SCIENTIFIC DEVELOPMENT (SIHSD)

ARTICLES OF ASSOCIATION

I. INTERPRETATION AND DEFINITIONS

In these Articles, unless the context requires otherwise, the following expressions shall carry the meanings assigned to them below:

- “**Society**” refers to the **Society for Innovation in Health and Scientific Development (SIHSD)**, a non-profit, professional and scholarly association registered under Nigerian law;
- “**Act**” denotes the Companies and Allied Matters Act (CAMA), Cap C20, Laws of the Federation of Nigeria, including subsequent amendments or replacements thereof;
- “**Council**” refers to the Governing Council of the Society, which serves as its highest decision-making and administrative body;
- “**Member**” means any individual or entity duly admitted into the Society under any recognized category of membership;
- “**Office**” shall mean the registered operational and administrative address of the Society as stated in official filings;
- “**Bylaws**” refer to the internal operational rules and procedures approved by the Council and ratified by members during an AGM;
- “**General Assembly**” refers to the entire body of members entitled to participate and vote during official meetings of the Society.

Words importing the masculine gender shall include the feminine and vice versa; words importing singular shall include the plural and vice versa.

Any terms not expressly defined herein shall bear the meaning ascribed to them by the Act.

These Articles shall guide the conduct, administration, membership structure, powers, and dissolution procedures of the Society, subject to applicable laws of the Federal Republic of Nigeria.

II. ESTABLISHMENT AND OBJECTIVES

2.1. Background and Formation

The Society was established as a platform to unite professionals, academics, policymakers, and innovators who are committed to fostering growth in health and scientific sectors within Nigeria and beyond. It is envisioned as a body that bridges the gap between knowledge generation and its application for public good.

2.2. Purpose

The objectives of the Society are as stated in its Memorandum of Association, which include but are not limited to:

- Advancing scientific research and innovation in health, technology, and related disciplines;
- Promoting interdisciplinary collaboration among experts from physical, life, biomedical, and engineering sciences;
- Facilitating the dissemination of research findings and policy recommendations;
- Organizing professional development programs, symposia, and conferences;
- Supporting public health and innovation policies that benefit society;
- Encouraging ethical practices, transparency, and accountability in health and scientific development;
- Strengthening Nigeria's contributions to global scientific knowledge.

The Society shall operate as a non-partisan, non-religious, and non-profit association dedicated to excellence and service.

III. MEMBERSHIP

3.1. Membership Capacity

The Society shall maintain an optimal membership capacity of 200 individuals at any given time. However, this limit may be reviewed and revised by a resolution passed at the Annual General Meeting (AGM). No more than ten (10) new members may be admitted annually, except in the event of vacant positions, extraordinary contributions, or strategic expansion.

3.2. Categories of Membership

The Society recognizes multiple categories of membership to reflect different roles, qualifications, and contributions:

- **Foundation Fellows** – Signatories to the Memorandum of Association and instrumental figures in the Society's founding;
- **Fellows** – Individuals with distinguished academic, industrial, or societal contributions in relevant fields;
- **Honorary Fellows** – Eminent personalities honored for their exceptional influence on health, science, or innovation;
- **Associates, Students, or Affiliate Members** – Other classes as may be created and regulated by Council bylaws.

Each category shall carry its privileges, obligations, and voting rights as determined by the Society's internal policies.

3.3. Eligibility Criteria

Membership shall be open to:

- Professionals with significant achievements in the fields of health, science, engineering, innovation, or policy;
- Individuals with proven academic records, impactful research, or industry experience;
- Applicants who demonstrate alignment with the Society's goals and ethical values;
- Persons willing to participate actively in Society programs and initiatives.

Foreign nationals may be granted membership if they meet eligibility criteria, regardless of place of residence.

3.4. Admission Procedure

To be considered for membership, applicants must:

- Submit a completed application form or a comprehensive CV with a recent passport-sized photo;
- Provide academic or professional references;
- Present evidence of qualifications, research, policy input, or innovation output;
- Undergo a review by the Membership Committee and final approval by the Council.

All decisions on admission shall be final. The Council reserves the right to approve or decline any application without obligation to provide reasons.

3.5. Designation and Titles

Recognized members shall use post-nominal designations as follows:

- **Fellows:** FSIHSD (Fellow of the Society for Innovation in Health and Scientific Development);
- **Honorary Fellows:** FSIHSD (Hon).

3.6. Membership Dues

Annual membership dues shall be determined by the Council and ratified by members during the AGM. Such funds shall be used for the operation, growth, and impact programs of the Society.

IV. MEETINGS AND PROCEEDINGS

4.1. Types of Meetings

- **Annual General Meeting (AGM)** – Held once a year to review the Society's performance, finances, elections, and policies;
- **Extraordinary General Meeting (EGM)** – Called when urgent or special matters arise requiring member input;
- **Council and Committee Meetings** – Held as needed to address governance and operational matters.

4.2. Agenda of the AGM

The AGM shall include:

- Approval of minutes from the last meeting;
- Presentation of the President's Annual Report;
- Presentation of the Treasurer's audited financial statements;
- Election of officers where applicable;
- Appointment of auditors;
- Ratification of bylaws or constitutional amendments;
- Consideration of proposals from members.

4.3. Procedures and Protocols

All meetings shall follow procedures set out in the bylaws, including notice periods, quorum, voting, resolutions, and documentation.

V. MEMBERSHIP TERMINATION AND DISCIPLINE

5.1. Resignation

Any member may resign from the Society by submitting written notice to the Secretary. The member remains responsible for dues owed prior to resignation.

5.2. Suspension and Expulsion

The Council may suspend or expel a member who:

- Violates ethical or professional conduct;
- Engages in activities that bring disrepute to the Society;
- Fails to fulfill membership obligations after repeated notice.

Decisions on disciplinary matters shall be subject to fair hearing and documented accordingly.

VI. SPECIALTIES AND COLLEGES

6.1. Establishment

The Society shall create **Colleges** representing various disciplines under its scope. Each College shall serve as a hub for thought leadership, scholarship, and engagement within its field.

6.2. Existing Colleges

1. College of Physical Sciences
2. College of Life Sciences
3. College of Health and Biomedical Sciences
4. College of Engineering and Applied Innovation
5. College of Information and Data Sciences
6. Others as may be approved by the Council.

6.3. College Functions

Each College shall:

- Coordinate research and publications;
- Organize training, workshops, and conferences;
- Develop discipline-specific policies and recommendations;
- Contribute to national and global knowledge systems.

Admission to a College shall follow criteria detailed in College-specific bylaws, under guidance from the Society.

VII. GOVERNANCE

7.1. Governance Structure

The overall governance of the Society is entrusted to:

- The **Council**;
- The **President**;
- The **Colleges and Committees**;
- The **General Assembly**.

Each body operates with defined roles, rights, and responsibilities.

7.2. Council Composition

The Council shall include:

- President
- President-Elect
- Vice President(s)
- Secretary
- Treasurer
- Auditor
- Chairpersons and Secretaries of Colleges
- Immediate Past President and Secretary (Ex-Officio)
- Three elected members
- Editor (Ex-Officio)

Council members are elected by the General Assembly at the AGM.

VIII. LEADERSHIP AND OFFICERS

8.1. Officer Roles

Key officers of the Society include:

- **President** – Provides strategic leadership, chairs meetings, and represents the Society publicly;
- **President-Elect** – Prepares to assume leadership and supports the President;
- **Vice Presidents** – Support operations and represent regional interests;
- **Secretary** – Manages records, correspondence, and communication;
- **Treasurer** – Oversees finances, budgets, and reporting;
- **Auditor** – Ensures financial transparency and compliance;
- **Editor** – Oversees Society publications and academic output;
- **Immediate Past Officers** – Provide continuity and mentorship.

Terms of office and duties shall be defined in the bylaws.

IX. COMMITTEES

9.1. Standing Committees

Standing Committees are established to support the Council's operations and include:

- **Nominations Committee**
- **Membership Committee**
- **Finance Committee**
- **Research and Publications Committee**

9.2. Ad Hoc Committees

The Council may establish Ad Hoc Committees to address time-bound or project-specific mandates.

Each committee shall report to the Council and disband upon completion of its task.

X. COLLEGE GOVERNANCE

Each College shall be governed by an Executive Committee composed of:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer
- Immediate Past Chairperson
- Immediate Past Secretary
- Three elected members

Colleges shall align their bylaws with the Society's Constitution. Any conflict shall be resolved in favor of the Society's overarching rules.

Annual reports of activities must be submitted to the Council and presented at the AGM.

XI. FORMATION OF NEW COLLEGES

New Colleges may be formed upon:

- Submission of a petition signed by at least 25 Fellows residing in Nigeria;
- Submission at least six months before the AGM;
- Approval by a two-thirds majority at the AGM;
- Inauguration by the President within three months of approval.

XII. FINANCE, PROGRAMME AND BUDGET

12.1. Financial Planning

The Treasurer shall coordinate with the Finance Committee to prepare the annual budget, which shall:

- Reflect the Society's strategic priorities;
- Allocate resources to Colleges and Committees;
- Be presented to the Council for approval and to the AGM for ratification.

All financial records shall be independently audited.

XIII. AMENDMENTS AND BYLAWS

13.1. Bylaws

The Council may propose new bylaws or amendments to existing ones. These shall be presented to the General Assembly for majority approval.

13.2. Constitutional Amendments

Amendments to the Constitution shall require a two-thirds majority of members present and voting at the AGM or EGM.

XIV. BOARD OF TRUSTEES

14.1. Composition

The Board shall consist of Foundation Fellows who meet criteria established in the Memorandum of Association.

14.2. Roles and Responsibilities

- Strategic direction;
- Financial and asset oversight;
- Ensuring legal and ethical compliance.

14.3. Legal Duties

Board members owe:

- **Duty of Care** – Acting prudently and diligently;
- **Duty of Loyalty** – Avoiding conflicts of interest;
- **Duty of Obedience** – Adhering to the mission and governing documents.

14.4. Board Officers

- Chairman
- Vice-Chairman
- Treasurer
- Secretary

Officers shall be elected by the Board and serve defined terms.

XV. DISSOLUTION

15.1. Winding Up

The Society may be dissolved through a special resolution passed by at least two-thirds of its registered members during an AGM or EGM.

15.2. Distribution of Assets

In the event of dissolution, all remaining assets, after settling debts and obligations, shall be transferred to a similar organization or charitable body aligned with the Society's mission. No portion shall be distributed to members.



Dated this 1st day of October 2019

Signed
Prof. Emeka I. Anyanwu



Signed
Prof. Alfred Ogunsoala

