

# ISPOR-NIGERIA CONSTITUTION

---

## Preamble

International Society for Pharmacoeconomics and Outcomes Research (ISPOR) is an International Non-profit Organization with regional chapters. This constitution shall have the force of law and be binding on all members and officers of this organization.

## Article 1: Name

1. The name of this organization is the International Society for Pharmacoeconomics and Outcomes Research Nigerian Chapter, herein referred to as **ISPOR-Nigeria**.
2. The registered office of the Organization shall be situated in Benin City with a liaison office in Abuja.

## Article 2: Mission

The mission of **ISPOR-Nigeria** is to:

1. Provide an environment where researchers, health care practitioners, and decision-makers interested in pharmacoeconomics and outcomes research can share knowledge in Nigeria.
2. Serve as a bridge in bringing together researchers, health care practitioners, and decision-makers interested in pharmacoeconomics and members of the pharmaceutical industry, health-related organizations, and academia.
3. Act as a resource to individuals and organizations interested in pharmacoeconomics and outcomes research.
4. Provide an opportunity for **ISPOR-Nigeria** members to become familiar with the activities of ISPOR as well as participate in its activities.
5. Promote effective health policy using economic evaluation at all tiers of government.
6. To do such other things that as may be incidental for the achievement of the objectives of this Organization.

## Article 3: Affiliation

1. **ISPOR-Nigeria** shall maintain affiliation as a component chapter of the International Society for Pharmacoeconomics and Outcomes Research (ISPOR).

## Article 4: Membership

1. **ISPOR-Nigeria** foundation members are those registered at the Inaugural meeting held at Abuja, on the 3<sup>rd</sup> of October, 2009.
2. Any individual/institution interested in becoming a member of **ISPOR-Nigeria** will submit a completed membership application form and pay the relevant fee.

3. Active membership is open to health care practitioners, researchers and other individuals in Nigeria and in diaspora interested in ISPOR and who support the mission of the Society.
4. The executive committee will decide whether to approve new members' applications to **ISPOR-Nigeria**. If a membership application has been denied, the applicant may appeal the decision before the next general assembly meeting.
5. Membership is renewable yearly on payment of membership fee.
6. At least three of the officers are ISPOR members.
7. There shall be an on-going membership drive for the society.
8. Any member who resigns in writing or becomes unfit as a result of mental illness shall cease to be a member of this Organization.

## Article 5: Organization

1. **ISPOR-Nigeria** shall have a Board of Directors comprising not more than 5 elected members who shall appoint a chairman. The board shall have the powers conferred on them by law. A Director may hold office for life but cease to hold office if he resigns or removed by vote.
2. The **ISPOR-Nigeria** Executive Committee shall have the following officers: President, Vice President, Secretary, Financial Secretary, Public Relations Officer (PRO), Ex-officio 1 (immediate past President), and Ex-officio 2 (elected).
3. The members who are in good financial standing of **ISPOR-Nigeria** shall elect the ISPOR-Nigeria Executive Committee officers. Elections are to be held every two years according to the rules and procedures outlined in Article 9.
4. The ISPOR-Nigeria Executive Committee officers shall hold respective positions for a maximum term of two years, or for the remainder of a term when filling a vacancy.

## Article 6: Finance

1. The sources of finance shall include grants, dues, contributions and donations from members and non-members.
2. The bankers of the Organization shall be determined by the executive committee
3. The president, Secretary and Financial Secretary shall be signatory to the account of the association. At least two signatories shall be required for a bank transaction.
4. An audit committee of two **ISPOR-Nigeria** members and/or an external auditor will be elected by **ISPOR-Nigeria** general assembly and will be responsible for the evaluation of **ISPOR-Nigeria** financial issues.

## Article 7: Procedures

1. **ISPOR-Nigeria** shall be governed by this constitution.
2. **ISPOR-Nigeria** is a recognized non-profit organization in Nigeria and complies with governmental policies.
3. ISPOR-Nigeria shall hold annual meetings/scientific conference. Executive meetings shall be held at least twice a year and maximum, thrice a year. Board of Directors meetings shall be held at the discretion of the board.

4. The annual general meeting shall hold when a quorum (25% of ISPOR-Nigeria members) is formed.
5. Any member or officer of the **ISPOR-Nigeria** may initiate a constitutional amendment. Procedures for amending this Constitution are outlined in Article 9.
6. Each **ISPOR-Nigeria** executive officer or member shall exercise one vote.
7. Other than the first election, election as President shall be for members with two years membership while other offices, one year.

## **Article 8: Duties of Officers**

Each officer should be elected for a maximum term of two years.

### **President**

The President of **ISPOR-Nigeria**:

1. Shall preside over all meetings of **ISPOR-Nigeria**.
2. Shall represent **ISPOR-Nigeria** when necessary.
3. Shall appoint an individual to any office that becomes vacant subject to the **ISPOR-Nigeria** Executive Committee approval.
4. Shall provide a report of activities and financial transaction to the ISPOR Board of Directors annually.
5. Shall approve all financial withdrawal.

### **Vice President**

The Vice President of **ISPOR-Nigeria**:

1. Shall assist the president and preside over the house or executive meeting in the absence of the president.
2. Shall represent the association if delegated by the president.
3. Shall act as the president in the event of President's office becoming vacant.
4. Shall perform any other duty as may from time to time be assigned to him by the executive committee or president

### **Secretary**

The Secretary of ISPOR-Nigeria:

1. Shall record the minutes of **ISPOR-Nigeria** meetings. An official copy of the minutes shall be kept in the **ISPOR-Nigeria** records and a copy emailed to: [RegionalChapter@ispor.org](mailto:RegionalChapter@ispor.org)
2. Shall handle **ISPOR-Nigeria** correspondence.
3. Co-ordinates the activities of the secretariat.
4. Shall be responsible for disseminating information to **ISPOR-Nigeria** members about meetings (AGM or EGM) or any other necessary reports.
5. Summon all executive and general assembly meetings as directed by the president or general assembly
6. Shall perform any other duty as may from time to time be assigned to him by the executive committee or president

## **Financial Secretary**

The Treasurer of **ISPOR-Nigeria**:

1. Shall keep and maintain the **ISPOR-Nigeria** financial records.
2. Shall keep and make available to the President and members of **ISPOR-Nigeria** a record of all monies received and spent by **ISPOR-Nigeria**.
3. Shall report the financial status of **ISPOR-Nigeria** at meetings.
4. Shall assist the President in the preparation of an annual budget.
5. Shall perform any other duty as may from time to time be assigned to him by the executive committee or president

## **Public Relations Officer**

The Public Relations Officer (PRO) of **ISPOR-Nigeria**:

1. Shall be the image maker of the organization.
2. Shall be responsible for dissemination of **ISPOR-Nigeria** information to the public including government, pharmaceutical industries, and other health related organizations.
3. Is available for any other job designated to him/her by the President.
4. Shall perform any other duty as may from time to time be assigned to him by the executive committee or president

## **Article 9: Election Procedures**

1. All offices are open to any member of **ISPOR-Nigeria** that meet the criteria spelt out in Article 7 (item 7).
2. The members who are in good financial standing of **ISPOR-Nigeria** shall elect the **ISPOR-Nigeria** executive officers.
3. The **ISPOR-Nigeria** Executive Committee appoints Election Committee.
4. The Election Committee shall call for nominations.
5. The election committee shall conduct election in accordance with electoral guideline set by the executive committee.
6. The out-going President shall inform the **ISPOR** Board of Directors of the newly elected officers, and this should be done within 14 days. The names of the newly elected officers are emailed to: [RegionalChapter@ispor.org](mailto:RegionalChapter@ispor.org).

## **Article 10: Discipline/Removal from Office**

### **Discipline**

The Board of Directors or the general assembly shall by a simple majority of all its members expel, suspend, call for the resignation of , or otherwise discipline any member or executive officer whose conduct , subject to enquiry, is detrimental to the interest of the Organization

### **Procedure for discipline**

1. A written complaint is addressed to the Board of Directors who shall on behalf of the general assembly set up an investigating committee and the erring officer/member shall have the right to defend self.
2. A member or officer is removed by a simple majority of the Board of Directors subject to the right of appeal at the next AGM.

### **Article 11: Seal**

The Organization shall have a common seal which shall be in the custody of the secretary to the Board of Directors.

The chairman of the Board of Directors and any other director which shall preferably be the secretary shall sign all documents required to be executed by the directors.

### **Article 12: Special Clause**

This is a non-profit Organization and all funds and monies derived shall be applied solely towards the promotion of the objects of the Organization set forth in this constitution, and no portion thereof shall be paid or transferred directly or indirectly to any member of the Organization; provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration for services rendered.

In the event of winding up or dissolution, after satisfaction of all debts and liabilities, the remains shall be transferred to some other institutions having objects similar to the objects of this Organization.

### **Article 13: Interpretation**

Whenever doubts arise as to the interpretation of any part of this constitution, the general assembly shall be the final arbiter.

## **Article 14: Amendments**

1. Any active member or officer of **ISPOR-Nigeria** may propose constitutional amendments only during AGMs.
2. A proposed amendment to this Constitution shall become binding after receiving a two-thirds majority of the total votes cast by members of **ISPOR-Nigeria**.

## **Article 15: Indemnification**

1. **ISPOR-Nigeria** shall indemnify ISPOR from liability for injury or damage, cost or expense resulting from or which arises out of or in connection with the use by **ISPOR-Nigeria** of the ISPOR name, logo, or arising from the relationship or affiliation between the parties.