

**CONSTITUTION OF THE GUILD
OF
MEDICAL DIRECTORS**

ARTICLE 1

NAME, ORIGIN AND OBJECTIVES/PURPOSE

SECTION 1

We, Medical directors and owners of our Medical Practices, sitting in Kaduna, at our First National Annual General Meeting, on 12 December, 1992 hereby adopt this constitution.

SECTION 2

The association shall be called “**GUILD OF MEDICAL DIRECTORS**” hereafter referred to as “**The Guild**” and shall have an emblem of a snake on a staff superimposed on the “**M**” on the acronym “**GMD**” in red that are centered in to two (2) double circle outlined in blue ink with the words “**GUILD OF MEDICAL DIRECTORS FOUNDED 1990**” inscribed in between the two concentric circles.

Subsection 2.1

The **GMD** shall be incorporated under the laws of the Federal Republic of Nigeria Article D under the **Land Perpetual Ordinance Cap 107**, laws of the Federal Republic of Nigeria.

Subsection 2.2

The article of incorporation may be amended in the same manner as amendments to the constitution except that no such action shall be taken that would adversely affect the qualification of the Association.

SECTION 3

The aims and objectives of **GUILD** shall be:-

- 3.1 The advancement and provision of quality private medical clinics and hospitals
- 3.2 To encourage the business of private health care provider as a profit making health industry.
- 3.3 To create a forum for interactions amongst professionally qualified private medical directors who are themselves owners of clinic and hospitals.

- 3.4 To develop the business of private medical centers, hospitals and clinics and seek their recognition such.
- 3.5 To regularize and standardize from time to time approved medical tariffs for its members.
- 3.6 To protect and unite members in a fair and equitable manner.
- 3.7 To formulate guidelines in contracts for the purchase of health services and ensure compliance through effective monitoring.
- 3.8 To formulate uniform guidelines on medical contracts for the delivery of health services to corporate bodies (clients) and to ensure fairness in the execution of such medical contract schemes.
- 3.9 To provide adequate information and protect the interest of both healthcare buyers and beneficiaries of medical health schemes.
- 3.10 To liaise with the appropriate regulatory bodies in effecting a general code of conduct for doctors.
- 3.11 To seek membership of the chamber(s) of commerce and other responsible private groups as a

TRADE GROUP.

- 3.12 To seek to keep the generality of the citizenry informed of their rights and privileges concerning private medical practice.
- 3.13 To encourage improvement in the knowledge of medical practitioners through sponsorship of seminars, symposia and workshops.
- 3.14 To invest in healthcare through establishment of health and research centres.
- 3.15 To own and operate any other business interest that will enhance the wealth of members, particularly health insurance schemes and other companies that will promote managed care and networking.

ARTICLE II
MEMBERSHIP

SECTION 1

There shall be five classes of members: Foundation, full, Associate and Honorary members.

SECTION 2

ALL the first 40 registered members who are owners and medical directors of their clinics or hospitals as in Article 1 section 1 shall be the foundation members at the national level.

Subsection 2.1 FULL MEMBER

2.1.1 Shall own an acceptable medical practice outfit as Hospital or clinics.

2.1.2 Shall not be less than 10 years qualification.

2.1.3 Each of the practicing centres owned by a prospective member must be registered by the appropriate registration authority.

Application for membership shall be accompanied by:

- (a) Certificate of Hospital or Clinic registration.
- (b) Current practicing license or receipt of payment.

2.1.4 Shall be sponsored by two full member's financial standing.

2.1.5 Shall pay a stipulated membership fee as prescribed by the Guild and payable to the
State treasurer

2.1.6 There shall be no limit to number of full members.

2.1.7 Membership is only through the state chapter apart from the foundation members as in

Article II Section 2.

Subsection 2.2 ASSOCIATE MEMBER

2.2.1 An associate member shall be either a full-time practitioner in a practice owned by a full member or be the owner of his own practice as Hospital or Clinic.

2.2.2 Shall be sponsored by a full member.

2.2.3 Shall not possess any right to vote or to be voted for at any elections.

2.2.4 An associate member who works in an institution owned by a full member shall lose his membership if the sponsor ceases to be a member, or he ceases to be an employee of a Guild member.

2.2.5 Shall be at least 5 years in the profession.

2.2.6 Shall abide by all the rules and regulations of the Guild.

2.2.7 Shall pay 50% of the dues paid by full members.

Subsection 2.3 **HONORARY MEMBERS**

2.3.1 The registered Trustees may at their discretion propose for admission, an honorary member. A majority of full members present may admit as honorary member, any person who has rendered exception service to the Guild or distinguished himself or herself in any National service. Such will however be subject to meeting ratification at the National Annual General Meeting.

2.3.2 Such name(s) of person(s), for which there is no limitation in member, shall be placed in a prominent position within the premises of the Guild.

2.3.3 Honorary member(s) shall be entitled to all the privileges of full membership save that they shall have no voting rights.

2.3.4 Shall not pay any subscription or dues.

Subsection 2.4 **HOSPITAL MEMBERSHIP**

2.4.1 Corporate membership shall be granted to hospitals. Owned by doctors, that meet the standards of guild hospitals but where the proprietor is not qualified for full membership. The Medical Director shall represent such an institution at Guild meetings. He shall not have the right to vote or be voted for at any elections.

Section 3

3.1 **FELLOWSHIP OF THE GUILD OF MEDICAL DIRECTORS**

Members who have put in meritorious service in excess of ten years in the Guild may be conferred with the award of **fellowship of the Guild of Medical Director, "FGMD"**.

Section 4

4.1 **MEMBERSHIP REGISTER**

A membership register is to be maintained by each state chapter personal numbers and seals shall be issued to every registered member and are automatically forfeited to the Guild, and such seals shall be retrieved by the Guild once a member's name is deleted from the membership register.

Section 5

5.1 **PATRONS**

There shall be a minimum of two and a maximum of four patrons appointed by the trustees.

ARTICLE III
MANAGEMENT

Section 1

The management of the Guild at National level shall be entrusted with the elected officers under the leadership of the president. The National Executive Council may review the objectives of the Guild from time to time and recommend implementation modalities for consideration at a National Annual General Meeting after such recommendations have been discussed at NEC meetings.

OFFICERS OF THE GUILD

Section 2

NATIONAL OFFICERS

The elected officers of the Guild shall be a president, three vice presidents, Secretary – General, Assistant Secretary- General, Treasurer, Publicity Secretary and 2 Ex-officio members. The National officers shall have the power to run the day to day activities of the Guild. The president shall be chairman at all meetings or in his absence, the vice presidents in their order.

Subsection 2.1 FUNCTIONS OF THE NATIONAL OFFICERS

2.1.1 The President

The president shall preside over all meetings of the guild. The president shall be the Chief spokesman of the Guild, he shall act as deemed necessary on behalf of the Guild in between meetings of the NEC but shall report to the Council for ratification at the next meeting of the NEC.

He shall consult regularly with the other officers on such issues. The president shall present an annual and when necessary, supplementary budget(s) for the approval of the NEC each year, for the operations of the Guild that year.

He shall also present an audited financial report of the preceding year at the National Annual General Meeting as the accounting officer of the Guild. He shall authorize all expenditure exceeding the impress limit which shall be determined by NEC from time to time.

2.1.2 Vice President

In the absence of the president, one of the Vice Presidents shall perform his duties. For this purpose the 1st Vice President shall take precedence over the 2nd vice president and in their order all through the 3rd. But in the absence of the president and vice presidents, a member chosen by the meeting shall preside over the meeting.

2.1.3 **The Secretary General**

The Secretary General shall handle all correspondence. He shall take and keep the minutes of meetings and records of the Guild and Council.

He shall notify new officers of their elections.

He shall arrange with the president the order of proceedings at meetings. He shall be responsible for the general management of the secretariat of the Guild.

The secretary General may delegate responsibilities to the Assistant Secretary General.

2.1.4 **ASSISTANT SECRETARY GENERAL**

He shall assist the Secretary General at all times and carry out any other functions assigned to him the Secretary General. In the absence of the Secretary General the Assistant Secretary General shall perform its duties.

2.1.5 **TREASURER**

The treasurer shall receive all monies due to the Guild and make all payments ordered by the Council and / or approved by the President.

He shall keep an account of all such receipts and payments and shall submit all such receipts and other account books and documents to the auditor at the end of the financial year, and in time to enable the auditor prepare a report for the National Executive Council (NEC) before the National Annual General Meeting.

Section 3 **GUILD STATE CHAPTERS**

All the first 20 full members shall constitute the foundation members of a state chapter.

3.1 A prospective State Chapter shall apply to the National Headquarters of the Guild for registration and recognition.

3.2 A prospective State Chapter of the Guild shall be deemed to have been formed on payments of membership/registration fees and any other dues prescribed at the Annual General Meeting.

3.3 A State Chapter headquarters' offices shall be located in the city or town that serves the interest of the highest concentration of its members, and not necessarily the capital of such state.

3.4 **State Executive Council**

The elected officers of the Guild at State Chapter shall be:

- 3.4.1 Chairman
- 3.4.2 Vice Chairman
- 3.4.3 Secretary
- 3.4.4 Assistant Secretary
- 3.4.5 Publicity/Social Secretary
- 3.4.6 2 Ex-officio Members
- 3.4.7 Chairmen of Standing Committees
- 3.4.8 Guild member who holds an executive officer in the State NMA.

The State Executive Council, presided over by the State Chairman, shall see to the day to day affairs of the state chapter of the Guild; maintain close contact with the National Officers and the council; send notice of all matters of serious nature which cannot be resolved at the state level (e.g. trade disputes, land suits, corporate firms, disciplinary cases e etc.), to the National Executive council for intervention with a view to amicable resolution or exerting pressure on such bodies or organizations on behalf of such State Chapter.

Section 4 **NATIONAL EXECUTIVE COUNCIL**

Shall be made up of the following;

- 4.1 All National Officers
- 4.2 All State Chairmen
- 4.3 Foundation president
- 4.4 Immediate pass National President
- 4.5 Immediate Pass General Secretary
- 4.6 Any Guild Member who holds an executive office in the NMA at the National level
- 4.7 Members of the Board of Trustees

Section 5

The meeting shall be presided over by the National president it shall have the power to review and approve all matters referred to it by the National officers and or state Chapters.

5.1 It shall review the annual budget of the Guild as proposed by the National Officers and ratify same.

ARTICLE IV

BOARD OF TRUSTEES

SECTION 1

1.1 Trustees of the Guild for the purpose of the land (Perpetual successions) ordinance Cap 107 Laws of Nigeria shall be pioneer elected Officers and appointed foundation members of the Guild or any appointed deserving member in that order.

1.2 Such trustees herein –after, referred to as the Trustees shall be seven in number and shall consist of the pioneer president, secretary, treasurer and four elected members. They shall be known as the Registered Trustees of the Guild of Medical Directors.

1.3 The trustees shall hold office for a period of five years, except the pioneer officers who shall hold office for life. A trustee shall cease to hold office if he;

1.3.1 Resigns his/her office

1.3.2 Ceases to be a member of the Guild

1.3.3 Become insane

1.3.4 Is officially declared bankrupt;

1.3.5 Is convicted of a criminal offence by a court of competent jurisdiction; and

1.3.6 Ceases to be resident in Nigeria.

1.4 The trustees by virtue of the grant of certificate of incorporation under the land (perpetual Succession) ordinance Cap 107 Laws of Nigeria become a body corporate by the name described in the certificate i.e. The Guild of Medical Directors, and shall have perpetual succession and power to sue and be sued in such corporate name and subject to any conditions and directions contained in the said certificate to hold and acquire, and by instrument under the common seal to convey, assign, and demise any land or any interest therein now or hereafter belonging to or hold for the benefit of the Guild.

1.5 It shall hold trust for the General Assembly in such issues as investment, stock purchase etc. (the President in his Annual Report must report on all the above).

1.6 The Trustees shall use a common seal of the following design: two concentric circles having the words “ Guild of Medical Directors Founded 1990” inscribed in the space placed in the centre of the seal.

- 1.7 Such common seal shall be kept in the custody of the Secretary General who shall produce it when required.
- 1.8 All documents to be executed by the registered Trustees shall be signed by each of them and sealed with the common seal.
- 1.9 The trustees shall be ex-officio members of the National Executive Council of the Guild.

Section 2 **VACANCY IN THE BOARD OF TRUSTEES**

- 2.1 Upon a vacancy occurring in the number of trustees, the trustees shall fill such vacancy by appointment of any deserving member.

Section 3 **TENURE OF OFFICE OF THE ELECTED OFFICERS AND OTHER COMMITTEE MEMBERS OF THE GUILD**

- 3.1 All the elected officers shall hold office for a period of twenty four calendar months which is renewable for another term of twenty four months. While standing committee members shall hold office for a term of not less than three years and not more than five years.
- 3.2 A motion of confidence or no confidence shall be passed on each and all of the National Officers and Committee members at every National Annual General Meeting. A similar motion shall be passed on each or all the State Officers 12 months after being elected into office.
- 3.3 In the event of death, resignation or removal of an officer the next officer shall serve the remainder of the term without prejudice to his tenure if elected to the same office.

Section 4 **COMMITTEES/SUBCOMMITTEES**

The standing committees shall be:

- 4.1 Ethics and Practice Committee
- 4.2 Membership Committee
- 4.3 Publicity and Programmes Committee
- 4.4 Continuing Education Committee
- 4.5 Business Committee
- 4.6 The President shall appoint new members with overlapping three year terms in an Honorary Membership Committee. Such Committee shall be composed of at least 12 members. The Presidents, with

the concurrence of the council, shall appoint a committee on continuing Medical Education, and Publicity and Program Committee.

ARTICLE V

ETHICS

Section 1 **RULES IN RELATION TO THE PROFESSION**

- 1.1 A member of the Guild of Medical Directors shall comply with the provisions of the rules of Professional Conduct for Medical and Dental Practitioners as approved from time to time by the Medical and Dental Council of Nigeria.
- 1.2 Every member is advised to be in possession of the relevant publication of the M & DCON to this effect. Any member who after due process is adjudged to have contravened these rules shall face the disciplinary procedure of the Guild.
- 1.3 A member of the Guild shall promote the interest of the Nigerian Medical Association and its recognized interest groups that exist for the promotion of medical profession in Nigeria.
- 1.4 A member of the Guild shall comply from time to time with the approved legal requirements for the establishment and practice of medicine in Nigeria in accordance with the Laws of the Federal Republic of Nigeria.

Section 2 **RULES IN RELATION TO THE GUILD OF MEDICAL DIRECTORS**

- 2.1 Every member of the Guild shall actively promote and abide by the objectives, rules and decisions taken by the appropriate organs of the Guild of Medical Directors.
- 2.2 No member shall be in arrears of payment of subscription, levies or dues for more than ninety days, except in very special circumstances.
- 2.3 inability of any member to attend a scheduled meeting is to be notified to the Secretary General not later than the sitting of the scheduled meeting.

- 2.4 Unexplained absence from three meetings in a calendar year shall be sufficient indication to examine and determine the membership of the absentee.
- 2.5 Quality standards that are laid down by the Guild in the areas of Medical practice establishment, services and pricing are to be strictly adhered to by members.
- 2.6 Members shall only relate with corporate bodies, clients and the general public along the laid down guidelines
- 2.7 In relating to the business community and other clients, members shall maintain personal and corporate integrity and defend the integrity of the medical profession in the process of their business.
- 2.8 Members shall have the right to utilize all the efforts that the Guild can garner for self support in relating to the business community and other clients.
- 2.9 Members shall cultivate and maintain brotherly relationship among themselves. Disagreements among members in the course of medical business shall be resolved by the Guild.
- 2.10 Members shall desist from running colleagues down or from any act that may bring a fellow colleague into disrepute.

ARTICLE VI

The constitution may be amended at the Annual General Meeting by a two –thirds vote of members present but such a meeting must be attended by at least two –thirds of registered members present or at the councils option, by a favourable two-thirds approximated to the next whole number of those members eligible to vote who do vote by mail ballot. Amendments shall have been sent to the General Secretary for circulation to the council at least three months before the meeting. Results of mail ballots shall be opened and announced at the National Annual General Meeting. Thereafter the proposal will be discussed at the National Executive Council and sent to the Annual General Meeting for approval.

ARTICLE VII

Section 1 DISCIPLINARY PROCEDURE

- 1.1 There shall be established the Ethics Committee which shall be charged with the duty of considering and recommending the disposal of any breach of the constitution, code of conduct and any other decisions that are binding on members of the Guild.
- 1.2 The ethics Committee shall consist of the chairman of the committee and four members. It shall appoint one of its members as the secretary to the ethics committee. In the event of a member having interest in the matter before the committee, such member will not be deemed fit to sit on the issue.

1.3 Members of the committee shall be appointed by the General Meeting. The life span of the committee shall be not less than three years and no more than five years.

1.4 The report and recommendations of Ethics committee on any relevant matter shall be placed before the National Executive Council of the Guild for consideration and approval.

1.5 Where a member of the Guild is adjudged to be guilty of unethical conduct with respect to the Guild, the Ethics Committee will recommend, and the Executive Council will impose, as deemed appropriate any of the following courses of action.

1.6 Reprimand the person.

1.7 Suspend the person from membership of the Guild for a period not exceeding twelve calendar months.

1.8 Order the Secretary to remove the person's name from the Guild's register.

1.9 A member adjudged guilty has a

right to appeal to the Board of Trustees within 30 days of pronouncement of guilt.

1.10 A member who is on suspension shall be required to make a statement of intent to comply with the objectives, rules and regulation of the Guild thirty days before the expiration of the suspension date.

1.11 A person whose name has been removed from the Guild register shall be free to seek a new membership sixty calendar months after erasure from the register.

ARTICLE VIII

SECTION 1 RULES

1.1 Any questions concerning the interpretation of the rules and any case not provided for by the rules, shall be referred to the registered Trustees whose decisions shall be final.

ARTICLE IX

SECTION 1 REGULATIONS

1.1 Without prejudice to rule 19, all regulations made and approved by the registered Trustees shall be binding on every member of the Guild.

ARTICLE X

1. MEETINGS

There shall be at least one month meeting of the State Chapter attended by all members and officers.

1.2 **ANNUAL GENERAL MEETING AND CONFERENCE**

Annual General Meeting of the Guild shall be held annually. The conference shall comprise the National Annual General Meeting and Educational update activities. It shall be attended by all the National officers and members with the president presiding. A notice of such meeting and the chosen venue with the approval of the National Executive Council shall be published in reputable National Media organs (Newspaper, Television, etc.) at least six weeks before such meeting.

Notice of the Annual General Meeting shall be sent to members of the Guild at least thirty (30) days before the date appointed for the meeting.

Section 2.2 **SPECIAL/EMERGENCY MEETING**

2.1 Emergency State Meeting

The elected officers may at any time whenever requested in writing by at least one-third (1/3) of full members call an emergency or special meeting. Notice of such meeting with a statement of its object shall be sent to members at least forty-eight hours before the date of the meeting.

2.2 Emergency National General Meeting

At least one-third (1/3) of the membership of the National Executive Council to include at least four Trustees may request in writing or call for an emergency National General Meeting. Notice of such meeting with a statement of its objects shall be sent at least fourteen days before the date of the meeting.

Section 2.3 **NATIONAL ANNUAL GENERAL MEETING AGENDA**

- 3.1 No subject shall be debated and no resolution on any subject shall be moved at any general meeting without the subject being approved on the agenda
- 3.3 Any member wishing to propose any resolution at a general meeting must accordingly give notice thereof in writing to the secretary at least fourteen (14) days before the date of the date.
- 3.3 It shall review the activities of the Guild for the previous year and take appropriate decisions and actions as is necessary.
- 3.4 It shall receive the General Secretary's report and the audited report of the accounts of the Guild.
- 3.5 The meeting shall have the power to approve recommended dividends for all shareholders in the Guild Investments or to reinvest Guild's finances/assets in any major business venture.
- 3.6 There shall be a general election of the National Officers at every other National Annual General Meeting

3.7 The National Annual General Meeting shall review and approved the tariff and dues of members as recommended by the National Executive Council.

Section 2.4 **VOTING**

4.1 Voting at all meetings except for election of officer shall be by raising of hands. Resolution will be passed by a simple majority.

4.2 At such meetings the Chairman has the right to cast a second vote in the event of a tie.

4.3 Election of the officers at the Annual General Meeting shall be by a simple majority of those present

4.4 State chapters are expected to send an up –to- date list of their financial members to the National Secretary at least two months before the National Annual General Meeting.

Section 2.5 **QUORUM- GENERAL MEETING**

2.5.1 A Quorum at any Annual General Meeting shall be formed if the President and Secretary or their representatives and delegates for at least one- quarter of the registered state chapters are present.

Section 2.6 **MINUTE BOOK AND ACCOUNTS**

2.61 The minute book of the proceeding of the Guild for the previous Accounting year and the accounts As audited_ shall be open for inspection by members of the Guild applying for same during the fourteen days previous to the National General Meeting but on no account may those records be removed from the Guild’s premises for such inspection.

ARTICLE XI

SECTION 1 FINACIAL YEAR

2.1 The financial year of the Guild shall begin from 11st July to 30th June of the following year

Section.2 **FINANCIAL AND BANKING**

Members shall pay stipulated amount as:

2.1 Membership fees as approved by the National Annual General Meeting

2.2 Monthly dues are approved by the state monthly meeting.

2.3 Associate members shall pay 50% of the dues.

Section 3 **NATIONAL ACCOUNT**

3.1 The accounts of the Guild shall be kept at Bank (s) approved by the Registered Trustees and all cheques drawn against the Guild's Account must be signed by at least two (2) of the four (4) elected officers i.e., the President, the Secretary, the Treasurer and Chairman of the state Chapter where the National Secretariat is situated.

3.2 **State Account**

The accounts of the Guild shall be kept at Bank (s) approved by the elected officers and all cheques drawn against the Guild's Account must be signed by any (2) of the three (3) elected officers i.e. the Chairman, the Secretary and the Treasurer.

Section 4 **AUDIT**

4.1 The Account shall be audited by an Auditors appointed by the Executive Committee within three months from the end of each financial year. The Executive Committee shall scrutinize the accounts of the Guild quarterly.

4.2 Reports of the Auditors shall be presented to the National Annual General Meeting.

ARTICLE XII

Section 1 **POWER OF GUILD TO MAKE REGULATIONS**

1.1 The Guild shall have the power from time to time to make new rules and regulations with such rules and regulations inconsistent with these rules for the management of the affairs of the Association shall not be inconsistent with the provisions of the constitution.

1.2 All such regulations must be ratified by the Annual General Meeting shall have the same effect as if they are part of these Rules.