



# Constitution of the Scientific Products Association of Nigeria (SPAN)

# CONSTITUTION OF SCIENTIFIC PRODUCTS ASSOCIATION OF NIGERIA (SPAN)

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# CONSTITUTION OF SCIENTIFIC PRODUCTS ASSOCIATION OF NIGERIA (SPAN)

## Preamble

We, the members of **Scientific Products Association of Nigeria (SPAN)** (the “**Association**”), a non-political, non-religious Association do firmly and solemnly provide for ourselves a constitution and to be governed by the provisions herein contained.

## Article One: Establishment

1.1 The Registered name of the organisation is **Scientific Products Association of Nigeria (SPAN)**, herein after called the Association. The Association shall be limited by Guarantee.

### 1.2 Address of the Association

The address of the Association shall be as follows:

26, Pade Odanye Close, Harmony Enclave Estate, Adeniyi Jones, Ikeja, Lagos.

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### 1.3 Aims and Objectives of the Association

The objectives for which the Association is established are:

- (a) To perpetuate an Association of National standing which shall represent and further the interest of manufacturers and suppliers throughout the scientific value chain in Nigeria.
- (b) To regulate the practice of scientific products, manufacture, and supply in Nigeria.

- (c) To provide a conducive forum for the exchange of commercial and technical information and for regular interactions between users and manufacturers.
- (d) To promote Scientific Innovations and best practice among industry users of scientific products by way of trainings, re-trainings and creating awareness on new developments.
- (e) To create fora where stakeholders and Science Educators can meet to discuss improvements on professional matters, research, and advancement of knowledge in the teaching and learning of Science and Technology in Nigeria.
- (f) To promote the manufacture, sale and use of scientific apparatus, laboratory equipment and chemicals produced in Nigeria or imported into Nigeria.
- (g) To provide information services to members concerning the industry and related issues.
- (j) To publicise manufacturers' products and services provided by manufacturers or suppliers.
- (k) To cooperate with appropriate organisations, particularly in respect to national and international trade exhibitions and in other such matters that may benefit the association.
- (l) To arrange Trade Exhibitions and Conferences for the purpose of advertising the products of member companies.
- (m) To embark on advocacy with the relevant organs and agencies of government with the aim of assisting and facilitating the importation of scientific products, and relaying to the members, information relating to import opportunities and restrictions.
- (n) To maintain ongoing consultative relationships with the National Assembly of the Federal Republic of Nigeria, various Ministries, Departments and Agencies and other Nigerian Organisations, particularly in respect of legislative & regulatory measures, and policies that affect the industry.

- (o) To compile relevant sales statistics and disseminate same for members from time to time.
- (p) To affiliate with other organisations having similar objectives within Nigeria and overseas, and to affiliate with the Nigerian Chambers of commerce, Industry Mines and Agriculture.
- (q) To publish trade magazines, journals, and newsletters, to engender the interest of the members and those of the scientific community. To publicise the activities of the association.
- (r) To raise funds from Nigeria or abroad to support the aims and objectives of the association.
- (s) To do all such other things as may be deemed incidental or conducive to the attainment of the above objectives or any of them in the best interest of the association.

None of the above clauses is subordinate to each other.

#### **1.4 Income and Property of the Association**

The Association shall have the right to own, acquire, possess, assign, or otherwise dispose-off any property in its own corporate name. The certificate of incorporation shall vest in the Association all property and interests of any nature belonging to or held by any person in trust for the Association.

The property and income of the Association shall be applied towards the realization of the objectives of the Association and no part of its property or income shall be transferred directly or indirectly to any person or body by way of dividends, bonus or otherwise as profit to any member of the Association.

## **ARTICLE TWO: MEMBERSHIP OF THE ASSOCIATION**

### **2.1 Admission and Application to Membership**

- (a) Full membership of the Association is open to reputable companies which have been engaged in the manufacture and/or distribution of scientific products and laboratory equipment, chemicals, reagent, glass wares and laboratory consumables in Nigeria for a period of not less than two years preceding their application, and which meet the following qualifications:
- i. That the applicant must be a limited liability company.
  - ii. That the applicant must have been at least 2 years in the business of manufacture / supply of Scientific products in Nigeria.
  - iii. That the applicant should have at least 5 persons as full-time employees, including a qualified and/or experienced persons.
  - iv. That the applicant must have a registered and business office premises (Not a post office box address only).
- (b) An applicant company shall be admitted to full membership provided that the current qualifications are satisfied, and:
- i. The applicant agrees to support the objectives of the Association.
  - ii. That the applicant signs and delivers to the Secretary of the Association, an application for membership in the form prescribed by the association and obtainable from Secretary of the Association.
  - iii. The applicant signs a declaration as follows: To “Scientific products Association of Nigeria. We desire to become a full member of SPAN and we, if approved, agree that we will perform, observe, and be bound by all the provisions of the memorandum and Articles of Association and By-Laws currently in force, and any

amendments thereto that may be implemented from time to time.

Dated: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

**(Note:** The signature and seal by any person or company of such application shall be deemed to be equivalent to signing of the Memorandum and Article of Association and the By-Laws or any printed copy thereof).

- i. That such application is supported in writing by at least two full member companies, acting as sponsors, to be provided by the applicant.
  - ii. That the application is approved by the Executive Council and subsequently passed by simple majority members voting in a general meeting by a secret ballot.
- (c) The rate of subscription for full membership of the Association shall be determined from time to time by the Council subject to approval at the General Meeting.
- (d) The current annual subscription should be paid at the commencement of the new year on 1<sup>st</sup> January.
- i. The first subscription for new members covers only that part of the year subsequent to a company's election.
  - ii. Any member who is in default regarding Payment of the annual subscription will be referred to the Council for recommended suspension until such dues are paid.
- (e) Twelve months' notice of withdrawal from membership of the Association must be given in writing to the Secretariat in the manner provided for in the Articles.
- (f) Each company admitted to membership shall be entitled to one vote in accordance with the relevant Article and shall appoint an official representative (or his named deputy) to attend and vote at General Meetings. However, not more



than 2 representatives from a member company may attend a General Meeting.

- (g) Every member of the Association shall duly respect the “Private and Confidential” nature of all documents emanating from the Secretariat.

A member company may not transfer its membership to another company.

## **2.2 Patron**

The Association shall appoint two (2) patrons at a General Meeting by voting based on show of hand.

## **2.3 Associate Membership**

- (a) Associate membership may be conferred by council on Purchasing Officers, Head of Research Institutes or Department, Senior Laboratory Personnel and persons of similar standing who use the services of member companies of the Association under the following terms:
  - i. Associate shall neither vote in the management of the Association nor hold an office.
  - ii. Associates’ membership is free on nomination by the Council.
- (b) Individuals who have made an outstanding contribution to the scientific products industry or who have served the trade in a key capacity may be conferred with Associate Membership.

## **2.4 Registration of Members**

The Association shall maintain a register of member companies, setting out the full name and address of each company, company ownership, authorised company representative, the date on which such company was admitted and the date on which such a company ceased to be a member.

## **2.5 Voluntary Withdrawal**

Any member company which wishes to withdraw from membership shall sign and lodge a written notice of the withdrawal to be served on the Association and thereupon, the name of such member company shall be removed from the register of members.

## **2.6 Termination of Membership**

Membership shall cease if any of the following occurs:

- i. If the member company ceases to exist.
- ii. If the member company voluntarily withdraws from the Association.
- iii. If the member company is expelled or removed in accordance with the provisions of this Constitution.

## **ARTICLE THREE: OFFICERS AND MANAGEMENT OF THE ASSOCIATION.**

### **3.1 Officers and Management of the Association.**

- (a) The business of the Association shall be managed by the Executive Council who shall have sole control in all matters relating to the management and organisation of the Association. The Officers of the Association to constitute the Executive Council shall consist of:
- (i) President
  - (ii) Vice president
  - (iii) Secretary
  - (iv) Asst. Secretary
  - (v) Treasurer
  - (vi) Financial Secretary
  - (vii) Publicity/Exhibition Secretary
  - (viii) Three members elected into the Executive Council
  - (ix) The immediate Past president
- (b) The council shall consist of the elected officers stated in (a) and the immediate Past President.

### **3.2 Election of Officers (Executive Council)**

- (a) The President and all other officers shall hold office for a term of two years, subject to their being eligible for re-election if they offer themselves.
- (b) Nomination for the President, Vice-President, Treasurer, Secretary, and other members of Council shall be made During a general meeting / Special Meeting called for the purpose.
- (c) Election of officers and members of council shall be by secret ballot only during an Annual General Meeting (when due). Voting paper shall be distributed during the AGM the

closing date of the notice from the returning officer. Nominations for any office shall not be more than 3 persons.

- (d) Elected Ex-Officio members of council shall hold office for a period of two years with option for re-election or retirement.
- (e) The President and all members of council shall constitute the council of Management of the Association.
- (f) All service to council shall be honorary.
- (g) Council shall meet at least 3 times yearly and six members including the President or the Vice President Shall constitute a quorum.
- (h) Council may at any time form or appoint advisory committee of members in connection with specific issues and may from time-to-time delegate certain powers to such committees.
- (i) Council shall have the power, in exceptional circumstances, to discontinue a person or company as a member of Association, in accordance with the Articles of Association, and such discontinued company or person may appeal at the next General Meeting.

### **3.3 Roles of Officers (Executive Council)**

- (a) **The President shall:**
  - i. Attend all General Meetings and all Councils meetings where possible and others as desired.
  - ii. Preside at all meetings in which he/she is present.
  - iii. Visit member companies during term of office.
  - iv. Visit companies newly proposed for membership when necessary and give an independent and unbiased report thereon to Council.
  - v. Act in an advisory capacity where and when called upon to do so.
  - vi. Represent the Association at extra-mural meetings in Nigeria and abroad.

- vii. Maintain close contact with the registered office of the Association and close liaison with the Secretary after Meetings.
- viii. Be a signatory to the Bank Account of the Association.
- ix. Give approval to all Council and general Meeting Agenda and Minutes and all Section Minutes.
- x. Reach agreement with the secretary on matters requiring immediate decision provided the Council ratified such decision later.

(b) **The Vice President shall:**

- i. attend all council and General Meetings
- ii. be prepared to be called upon to chair meetings when necessary.
- iii. act for the President in his / her absence.

(c) **The Treasurer Shall:**

- i. Keep watch on the financial position in consultation with President, Vice-President, and Secretary and to report as required.
- ii. See Bank statement and pay-in slips monthly.
- iii. Sign cheques as a signatory and receive details of each expenditure submitted.
- iv. Prepare and submit the audited Accounts of the Association each year.

(d) **Chairman of a committee shall:**

- i. be a member of council.
- ii. maintain close contact with both the President and the Secretary.

(e) **Members of Council shall:** attend all councils' meetings.

(f) **The Secretary** –shall be responsible for:

- i. Organising and maintaining the registered office and or secretariat of the Association.
- ii. Preparing Agenda, Notes on the Agenda, and Minutes of all Meetings and notifying all members accordingly.

- iii. Maintaining close and consistent liaison with the President and keeping the President informed on all major matters.
- iv. Preparing all correspondences on Association Affairs.
- v. Receiving and answering enquiries from members and directing incoming “source of supply” enquiries to all relevant member companies wherever possible.
- vi. Handling overseas correspondences in consultation with the President.
- vii. arrange accommodations, refreshments, luncheons, etc at the Associations functions and meetings.

(g) **Assistant Secretary**

- i. Shall assist the secretary in carrying out all his functions.
- ii. Act as secretary at any meeting in which the Secretary is absent.

(h) **Financial Secretary shall:**

- i. Receive and record all contributions, all monies due to the Association and to pass them on to The Treasurer.
- ii. Work closely with the Treasurer and to produce statements of the Association finances as required.
- iii. Actively collect all dues from members.

(i) **Publicity and Exhibition Secretary shall:**

- i. Publicise the activities of the Association.
- ii. Prepare and distribute the Association’s notes, Newsletters, and other publications.

**N.B.** The Administrative Secretary shall be a full appointment with remuneration.

### **3.4 Vacancies and Removal of Officers**

A member of council shall cease to hold office if:

- i. He / she resigns by notice in writing.

- ii. The company he or she works for ceases to be a member of the Association.
- iii. He / she fails to attend three consecutive meetings of Council without a reason acceptable to the remaining members of Council.
- iv. He / she is guilty of any misconduct which, in the opinion of Council, is prejudicial to the interest of the Association.
- v. If his / her employment with the company, he / she represents ceases.
- vi. The council shall have the power to co-opt a replacement while Council is in session, subject to the co-opted member becoming eligible for re-election at the following Annual General Meeting.

## **ARTICLE FOUR: SERVICES TO MEMBERS**

### **4.1 The Association shall offer the following services to Members:**

- (a) Membership Directory. The Association shall publish official Directory giving details of all members companies, together with information on their product lines and specialities and other statistical information.
- (b) News Opportunities: The Association shall issue confidentially to members only, newsletter giving details of export opportunities, exhibitions, new laboratories, new products etc., and information of general interest to the trade.
- (c) The association may publish Periodic Newsletters or Journals to promote the interest of the trade association.
- (d) Catalogue Library: The Association will collect and maintain catalogue library containing information on the trade as to sources of supply.
- (e) Sources of Supply: The Secretariat expects to receive enquiries from its members as to manufacturers of specific items and specialised equipment, and through its many contacts endeavours to supply the requisite information. Wherever possible, the Secretariat disseminates information concerning members' products. The Secretariat also expects to receive enquiries from overseas manufacturers and suppliers seeking Agents in Nigeria. These will be circulated to members.
- (f) Members' Exchange of views: Representatives of Manufacturers, Suppliers, and users can meet for discussion of appropriate subjects. Such meetings assist the council in formulating Association policy.
- (g) Import Controls: Members are kept informed of any changes in tariffs and other regulations affecting imports of scientific and allied products.
- (h) Liaison with Government Departments, Official Bodies and Manufacturers: The Association will establish channels for communications with the Ministry of Trade, Industry and Investment, Ministry of Science and Technology and other



relevant Ministries, Departments and Agencies of the federal government, the National Standard Organisation, Office of National Security, and similar regulatory organisations.

- (i) Collaboration: The Association will maintain collaborations with relevant organizations.

## **ARTICLE FIVE: MEETING OF THE ASSOCIATION**

### **5.1 Annual General Meetings**

For effective administration of the association, the association shall have an Annual General Meeting every year (in the month of April, last Thursday).

The meeting shall take place at a time and place specified by the Executive Council of the association. The purpose of such Annual General Meeting shall be a general review session of the Association's activities during the preceding year.

### **5.2 Special Meetings**

A special meeting may be called by the Secretary as approved by the President. The purpose of the meeting is to attend to urgent matters as deemed necessary.

### **5.3 Notice of Meeting**

Before a meeting is organised, a notice of meeting shall be issued by the Association Secretary to the members of Executive Council or the general member companies as applicable. All parties are entitled to receive notice and attend such meeting. For all meetings of the association, at least a two-week notice shall be issued to all parties entitled to receive notice and attend such meeting, provided always that a shorter notice may be given upon the agreement of most of the members of the Executive Council.

The notice shall specify the place, date and time of the meeting, the general purpose to be transacted at the meeting and the meeting Agenda. An error in a notice with respect to the date, place, time, and the general nature of the meeting shall not invalidate the meeting except the officer responsible for the error acted in bad faith.

## **5.4 Quorum**

No business shall be transacted at any general meeting unless a quorum of member companies is present and having the right to vote at a general meeting and at any time when the meeting proceeds to business. If the quorum is not formed, the meeting shall be adjourned, and no business shall be transacted at any general meeting unless a quorum of member companies is present at any time when the meeting proceeds to business.

President / Vice President, Secretary / Assistant Secretary, and a total of Ten (10) member companies may form a quorum for General Meetings.

A grace period of Ten (10) minutes on scheduled time, is allowed for a meeting to commence.

## **5.5 Voting**

During general meetings, a resolution put to the whole meeting shall be by show of hands and every member present in person or by proxy shall have one vote. A member company of the association may by resolution appoint and authorise a representative as it thinks fit to act on its behalf at any meeting of the association or any class of members of the association, and the person authorised shall be entitled to exercise the same powers on behalf of the company which he represents.

## **5.6 Proxies**

The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a certified copy of that power or authority shall be deposited at the registered office or head office of the Association.

## **ARTICLE SIX: COMMITTEES OF THE ASSOCIATION**

The Executive Council of the Association may appoint committees and designate such powers and duties as they see fit.

### **6.1 Committees**

The association shall set up a committee for special task/project.

### **6.2 Functions and Duties of the Committees**

Each committee set up shall perform the functions and duties as assigned by the Executive Council.

### **6.3 Meeting of the Committees**

The committees may from time to time organise and hold committee meetings which shall be presided by the chairman of the Committee. Notice of meeting shall be given to all members of the committee. Such notice shall state the time, place and venue of the meeting and the agenda of the meeting.

No business shall be transacted at any committee meeting unless a quorum of members is present at any time when the meeting proceeds to business.

At any committee meeting, a resolution put to the whole meeting shall be by show of hands and every member present in person or by a proxy shall have one vote.

# **ARTICLE SEVEN: SOURCES OF INCOME AND DISBURSEMENT OF FUNDS**

## **7.1 Sources of Income:**

The Association's sources of income shall include but not limited to:

- (a) Members Registration Fees
- (b) Annual dues
- (c) Trade Exhibitions
- (d) Donations
- (e) Grants
- (f) Sales of Association's Materials and Adverts on Newsletters, Journals, etc.

## **7.2 Application of Funds:**

The funds generated shall be used as approved by the Executive Council for:

- (a) Administration of the Association
- (b) Organisation of Meetings
- (c) Trade Exhibitions
- (d) Printing and Stationeries
- (e) Investment Opportunities
- (f) Asset Acquisitions
- (g) Association staff Salary / Wages
- (h) Members' Welfare
- (i) Any other needs as necessary.

## **ARTICLE EIGHT: COMMON SEAL AND INSTRUMENTS.**

### **8.1 Common Seal**

- (a) The association shall have a common seal which shall be kept in the custody of the secretary, who shall produce it when required for use by the Executives.
- (b) All documents, contracts and instruments executed by and on behalf of the Association shall be signed and sealed with the common seal.

### **8.2 Instruments**

All instruments, contracts and documents shall be executed by the President and the Secretary or any other member that is specifically designated to execute such instrument by a resolution of the Executive Council.

## ARTICLE NINE: ACCOUNTS

### 9.1 Accounting Year

The financial year of the Association shall be January 1 to December 31 every year.

### 9.2 Accounts

- (a) The Association shall ensure the accurate record of all income and expenditure of the Association.
- (b) The Executive Council shall cause proper books of account to be kept for:
  - i All sums of money received and expended by the Association.
  - ii All registrations, dues, donations, grants, sales and purchases by the Association; and
  - iii The assets and liabilities of the Association.
- (c) The books of accounts shall be kept at the registered office of the Association or at such other place as the Executive Council think fit and shall always be open to inspection. The Executive Council shall from time-to-time cause to be prepared and to be laid before the Association in general meetings, such profits and loss accounts, balance sheets, group accounts (if any) and reports.
- (d) The following person(s) shall be signatory to the Association's account:
  - (i) **Category A:** The President/Vice President
  - (ii) **Category B:** Treasurer/Secretary.

## **ARTICLE TEN: APPOINTMENT OF AUDITORS**

- (a) The general meeting shall appoint independent, qualified, and licensed auditors to audit the financial record of the association annually and submit an audited report to the Annual General Meeting of the Association.
- (b) The audited financial statements (balance sheet and income and expenditure accounts) duly certified by independent auditors shall be annexed to the annual returns and filed with the corporate affairs commission.



## **ARTICLE ELEVEN: AMENDMENT OF CONSTITUTION**

The constitution may be altered or amended at a general meeting by the resolution passed by a majority vote of the members and upon the approval of the Corporate Affairs Commission.

## **ARTICLE TWELVE: SPECIAL CLAUSE**

The income and Property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion of it shall be transferred directly or indirectly by way of dividends, bonus or by way of profit to the members of the Association. Provided that nothing shall prevent the payment in good faith or reasonable or proper remuneration of any officer of the association in return for the services rendered to the association:

- (a) no member of the Executive council of the Association shall be appointed to any salaried office of the Association or an office of the Association paid by fees; and
- (b) No remuneration or other benefit in money or money's worth shall be given by the body to any member of such Council except repayment of out-of-pocket expenses or reasonable and proper rent for premises decided or let to the Association or reasonable fees for services rendered.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

.....  
President, Scientific Products of Nigeria (SPAN)

.....  
Secretary, Scientific Products of Nigeria (SPAN)



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