

## **GUILD OF MEDICAL LABORATORY DIRECTORS OF NIGERIA**

### **CONSTITUTION**

**GUILD CONSTITUTIONAL AMENDMENTS (Imo 2019 AGM amendments: section 10d: viii, ix. Vision, Mission and Value Statement inserted, imported from the GMLD 2014 to 2016 Strategic Plan Page 1 – 2 sections 2, 3, 4)**

**GUILD CONSTITUTIONAL AMENDMENTS ((( Delta 2017 AGM amendments: section - A - 3 A:a, b; 3B: ii(i), (iii), iii (ii), (iii), (iv), (v); 4(a) i, viii, 4(b) legal adviser; Duties of National Officers - 3(xi); Election and voting: xiii; 9: minutes - last line 'secretariat' replaces 'premises'; 10(b) (2); 10(d)(ii), (iii). )))**

#### **1. SUPREMACY OF THE CONSTITUTION, NAME, EMBLEM AND MOTTO**

- (a) The Association shall be called the Guild of Medical Laboratory Directors of Nigeria and herein after referred to as 'Guild'.
- (b) This constitution shall be Supreme and its provisions shall be binding on all members and authorities of the GUILD.
- (c) Any regulation or resolution made by any person, group of persons or authority within the Guild that is inconsistent with any of the provisions of this constitution shall to the extent of the inconsistency be null, void and of no effect except where such provision or resolution is in contradiction with, and/or is declared unenforceable by the Constitution of the Federal Republic of Nigeria.
- (d) The Guild shall have an emblem of a snake around the item of a microscope in the Centre of a double circle outlined with the words "GUILD OF MEDICAL LABORATORY DIRECTORS" and the year of inauguration (1998) inscribed.
- (e) The motto of the Guild shall be **Quality & Integrity**; appearing also in the emblem.

#### **2. VISION**

**'To be a platform of interaction for Medical Laboratory Scientists in the private sector and promote standard professional health service for Nigerians'**

#### **3. MISSION STATEMENT**

**'Use appropriate interventions to empower Private Medical Laboratories and bring about quality health-care services in Nigeria'.**

#### **4. VALUE STATEMENT**

**Integrity**  
**Customer focus**  
**Professionalism**  
**Confidentiality**  
**Team spirit**

## 5. AIMS AND OBJECTIVES

The aims of Guild of Medical Laboratory Directors are:

- (a) To create opportunities for interaction among directors of private medical laboratories;
- (b) To ensure and reinforce the recognition of private medical laboratories as distinct practices and **businesses** within the healthcare team;
- (c) To identify and resolve problems facing private medical laboratories in their relationships with staff, government, clients, suppliers, regulatory bodies and others;
- (d) To promote the maintenance of high professional and ethical standards in private medical laboratory practice, ensuring that laboratory test results are of the highest reliability, while assisting the regulatory authorities to stamp out any form of quackery and malpractice that impact on the substance and image of medical laboratories;
- (e) To encourage collaboration among medical laboratories in all relevant areas including, but not limited to, procurement and maintenance of quality laboratory reagents and equipment, joint ventures in regular and/or specialized test areas; participating in quality assurance schemes for laboratory tests;
- (f) To formulate, in consultation with other bodies where necessary, guidelines for fees/charges and for contractual relationship with corporate clients and others; and to monitor compliance by members with agreed formats and procedures;
- (g) To encourage the improvement of the knowledge **base** of medical laboratory practitioners through attendance at seminars, workshops, conferences and symposia, furtherance of academic degrees etc.;
- (h) To collaborate with the Medical Laboratory Science Council of Nigeria (MLSCN) and the Association of Medical Laboratory Scientists of Nigeria (AMLSN) and other sister bodies in the promotion of the practice of medical laboratory science;
- (i) To liaise, collaborate or **work with** any other bodies as appropriate, in furtherance of the aims and interest(s) of the Guild of Medical Laboratory Directors whether such bodies are in healthcare or other fields;
- (j) To promote active dissemination of information within the membership of the Guild of Medical Laboratory Directors, and other health-care providers, regulatory bodies as well as the general public as a means of furthering the interest of the Guild Medical Laboratory Directors; ensuring awareness of the extent and limits of privileges and obligations by all these parties.

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- (k) To engage in activities that will further the aims of the Guild of Medical Laboratory Directors, the interest of its members and the promotion of better health care **delivery** for humanity in general and Nigerians in particular.

**6. MEMBERSHIP**

**A.**

- a. Membership of the Guild of Medical Laboratory Directors shall be open to directors of private medical laboratories, who must be medical laboratory scientists and must fulfill prescribed minimum criteria for admission into the Guild of Medical Laboratory Directors including but not limited to: 5 years post-intern experience with 2 years as head or manager of a private laboratory, payment of prescribed membership fees, fulfillment of facility infrastructure requirement. The following categories of membership are listed below:
- b. Membership of the Guild of Medical Laboratory Directors shall equally be open to Medical laboratory scientists who are owners of and are engaged in sales and supply of IVDs , Equipment and disposables - recognized as Guild IVD division. IVD division executives are eligible to vote and be voted for provided they are up to date financially and participate in Guild activities and meet the criteria for elective offices.
- c. Medical Laboratory Scientists engaged in academia (Lecturers) - recognized as Guild Academia Division equivalent to chapters. Members are eligible to hold divisional executive offices. They can vote and be voted for during National Elections provided they are up to date financially and participate in Guild activities and meet criteria for elective offices.
- d. Medical Laboratory Scientists working in private health establishments - shall participate in Guild Assembly and National AGM, such members are eligible to vote and be voted for provided they are up to date financially and participate in Guild activities and meet criteria for elective offices

**B.**

**i. FOUNDATION MEMBERS:**

There shall be 45 foundation members being the first 45 medical laboratory directors to have registered and participated physically in the inaugural proceedings of the Guild of Medical Laboratory Directors.

**ii. FULL MEMBERS:**

A full member shall fulfill the following criteria:

- (i) He/ She shall be a 50% part owner or full director of the Medical Laboratory testing Facility, including IVD company or any other privately owned establishment engaging in any aspect of medical laboratory science service to the

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public. The establishment must be registered by the appropriate regulatory bodies (CAC, Local Government Health Office or State Ministry of Health / Any regulatory agency and MLSCN) and staffed with qualified and currently licensed Medical Laboratory Scientists.

- (ii) His/ Her application shall be approved by the state Guild, and confirmed by zonal Vice President in his/her zone.
- (iii) Full members are eligible to vote and be voted for provided they are up to date financially and participate in Guild activities.

**iii. PROVISIONAL MEMBERS:**

- (i) A provisional member shall be a full-time Medical Laboratory Scientist/ director who has applied for membership but has not met the full requirements for full membership.
- (ii) A provisional member may also be a full time Medical Laboratory Scientist with a minimum of 5% active director status, in a partnership and must accented to and submit the legally signed MOU of the Guild and relevant documents of the partnership to the Guild.
- (iii) A provisional member may also be a staff of a full member that presents a certificate of shareholding from the full member to the Guild to act on his behalf.
- (iv) He/ She shall attend meetings, be financially up to date, can vote but shall not possess the right to be voted for.
- (v) A provisional membership shall be automatically terminated if confirmation is denied by the zone or denied completely by the National Executive Council of the Guild, if the partnership is dissolved, if the full member ceases to be a member or if the provisional member ceases to be an employee/appointee/shareholder of the private medical laboratory of the fulltime member.
- (vi) Medical Laboratory Scientists working in private health establishments - shall participate in Guild Assembly meetings and National AGM, such members are eligible to vote and be voted for provided they are up to date financially, participate in Guild activities and meet criteria for elective offices

**iv. HONORARY MEMBERS:**

- (i) The registered trustees may at their discretion propose for admission an honorary member at a general meeting. A majority of full members present may admit as honorary member any person who has rendered exceptional service to the Guild or distinguished himself or herself in any National Service such will however be subject to ratification at an AGM.

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- (ii) Such name(s) of a person(s) for which there is no limitation in number shall be placed in a prominent position within the secretariat of the Guild.
- (iii) Honorary member(s) shall have no voting rights.
- (iv) He shall not pay any subscription or dues.

**v. CORPORATE MEMBERS:**

Corporate membership shall be awarded to the private medical laboratories owned by full members for the purpose of recognition for distinguished service and centers of excellence, that bring the Guild to good repute and for participation in some activities of the Guild. Recommendation for award of corporate membership shall be received from the states every five years for ratification at an AGM. A list of corporate members will be circulated by the Guild's National Executive Council.

**vi. MEMBERSHIP REGISTER:**

A membership register shall be maintained at the national secretariat, and the zone, state and/or chapter shall keep similar records of members within their jurisdiction.

**vii. PATRONS:**

There shall be a minimum of three and a maximum of six patrons to be appointed by the National Executive Council in consultation with the Board of Trustees.

**FUNCTIONS OF PATRONS:**

**COUNCIL OF PATRONS**

- i. The patron shall be an elder statesman who has great social, economic, and political influence in the country.
- ii. The council of patrons shall perform the following duties
  - a. Act as advisers to the Guild
  - b. Assist the Guild to achieve its set objectives
  - c. Perform any other functions as may be assigned to them by the Guild.

**7. ORGANS OF THE GUILD**

The Guild shall have a Board of Trustees, National Executive Council, State Executive Council, Chapter Council, National Executive Assembly and a Zonal Executive Assembly, State Executive Assembly as well as standing Committees and Ad-hoc Committees.

**(a) BOARD OF TRUSTEES:**

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- i. The Board of Trustees shall be registered members of Guild who have practiced for twenty years and above and are financially up to date. They shall be appointed from the 6 geopolitical zones of the country and the federal capital territory, the first set shall be appointed from the foundation members, and they shall always be seven in number with a minimum of two female members.
- ii. Each trustee shall hold office for a period of five years in the first instance and shall be eligible for reappointment for a maximum of two terms and no more.
- iii. Filling a vacancy in Board of Trustees shall be by the National Executive Council on the recommendation of the zonal executive. Vacation of office can be by relocation since the trustees represent their zones.
- iv. Where the tenure of all member trustees have come to an end, a general meeting shall fill the vacancies.
- v. The trustees by virtue of the certified incorporation of the Guild of Medical Laboratory Directors become a body corporate and shall have a common seal, and the power to sue and be sued in the corporate name and as such trustees are to hold and acquire, transfer or assign or otherwise dispose of any property or interest therein belonging to, or held for the benefit of the Guild after ratification at an AGM by a simple majority.
- vi. The common seal shall be kept in the custody of the Secretary- General who shall produce it whenever required for the execution of documents by the board of trustees each of whom must sign and seal the document with the common seal.
- vii. The trustees shall be ex-officio members of the National Executive Council and shall be the approving authority for the appointment and condition of service of remunerated staff of the Guild.
- viii. A trustee shall cease to hold office if he/she resigns the office; ceases to be a member of the Guild; ceases to reside in the zone; becomes senile or insane; is officially declared bankrupt; is convicted of a criminal offence by a court of competent jurisdiction; or ceases to be in Nigeria.
- ix. A trustee shall be entitled to the highest regard and respect for life by all members of the Guild.

**(b) NATIONAL EXECUTIVE COUNCIL:**

The National Executive Council shall comprise the elected national officers of the Guild. The national officers of the Guild shall be:

National President

National Vice President (Six in Number)

National Secretary – General

National Assistant Secretary – General

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National Treasurer

National Financial Secretary

National Welfare Officer

National Publicity Secretary

National Auditor

National Legal Adviser: may be a Medical Laboratory Scientist who must be a lawyer

The National Executive Council shall run the day to day affairs of the Guild. The President shall be the Chairman at the meeting of the National Executive Council but in absence of the President, the Host Vice President shall chair the meeting provided the meeting is properly convened and a quorum is formed.

When the Host Vice President is not around, the National President shall appoint any of the six Vice Presidents to chair the meeting.

### **DUTIES OF NATIONAL OFFICERS**

#### **1. THE NATIONAL PRESIDENT**

There shall be President for the GUILD.

- a. The President shall be the chairman of the National Executive Council and the GUILD.
- b. The President shall coordinate the activities of the national body. S/He shall preside over all general, emergency and national executive meetings.
- c. S/He shall direct the day-to-day administration of GUILD.
- d. S/He shall have the power to intercede in all affairs of the GUILD and promote understanding among members.
- e. S/He may, if necessary, direct the expulsion of any member whose conduct threatens to disturb the orderly proceedings of any meeting of the GUILD.
- f. In extreme cases, and where a general uproar is occasioned, s/he may adjourn the meeting at his/her discretion.
- g. S/he shall serve as the "A" signatory to all the GUILD accounts except the annual conference account.
- h. S/He shall summon meetings of the national executive council, national executive officers and the general meeting.
- i. S/He shall be an ex-officio member of the standing and ad-hoc committees including the Board of Trustees.
- j. S/He shall perform all such functions as may be assigned to him/her by the National Executive Council and General Meetings.

#### **2. THE ZONAL VICE PRESIDENTS**

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There shall be for the GUILD Zonal Vice Presidents (six in number):

- i. Any of the zonal vice presidents may be nominated to perform the duties of the President in his/her absence.
- ii. Any of the zonal vice presidents shall assist the President in the day to day running of the GUILD
- iii. Any of the zonal vice presidents shall perform such other duties as may be assigned by the President of the GUILD.

### **3. THE NATIONAL SECRETARY GENERAL**

There shall be for the GUILD, a National Secretary General.

- i. S/He shall keep the record and minutes of meetings of the National Executive Officers, National Executive Council and the Annual General Meetings.
- ii. S/He shall be responsible for the running of the National Secretariat
- iii. S/He shall keep an up to date register of members of the GUILD
- iv. S/He shall prepare the quarterly reports of the assets and liabilities of the GUILD.
- v. S/He shall issue notices for meetings, after due consultation with the President.
- vi. S/He shall perform any other function(s) as may be assigned by the President or the GUILD.
- vii. S/He shall in the execution of his duties act under the control of the National Executive Council and direction of the President and ensure the smooth administration of the GUILD.
- viii. S/He shall conduct correspondence on behalf of the Guild after due consultation with the President.
- ix. S/He shall be a signatory to the GUILD Account.
- x. S/He shall keep the Common Seal and other legal documents/instruments of the GUILD.
- xi. S/He shall be responsible for the management of GUILD websites, as may be directed by the President.

### **4. THE NATIONAL ASSISTANT SECRETARY GENERAL:**

There shall be a National Assistant Secretary for the GUILD.

- i. S/He shall assist the National Secretary in the performance of duties.
- ii. S/He shall act as National Secretary in the absence of the National Secretary.
- iii. S/He shall perform any other function as may be assigned by the President or the GUILD.

### **5. THE NATIONAL FINANCIAL SECRETARY**

There shall be for the Guild a National Financial Secretary.

- i. S/He shall be responsible for the keeping of the financial records of the Guild.
- ii. S/He shall prepare and have ready for the Auditor a financial statement of the Guild.
- iii. S/He shall prepare a quarterly report of the accounts of the GUILD.

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- iv. He shall prepare or cause to be prepared and submit to the national executive council an annual report containing revenue estimates and expenditure.
- v. All vouchers shall be prepared and signed by the Financial Secretary and approved and countersigned by the President

**6. THE NATIONAL TREASURER**

There shall be a National Treasurer for the GUILD.

- i. S/He shall keep account of all donations, gifts, dues and contributions to the Guild.
- ii. S/He shall within 72 hours make bank lodgments in respect of the monies received within the period of such collection and for such purposes keep appropriate books of account.
- iii. S/He shall keep an imprest account as may be approved from time to time by the National Executive Council.
- iv. S/He shall perform such other functions as may be assigned from time to time by the GUILD or the President.
- v. S/He shall be a signatory to the GUILD's Account.

**7. THE NATIONAL PUBLICITY SECRETARY**

There shall be a National Publicity or Public Relations Officer for the GUILD.

- i. S/He shall publicize all activities of the GUILD, after due consultation with the President.
- ii. S/He shall issue press releases and statements on matters of general interest to the GUILD as directed by the President or National Executive Council.
- iii. S/He shall be the liaison officer between the GUILD and the Public.

**8. THE NATIONAL AUDITOR**

There shall be a National Auditor for the GUILD.

- i. S/He shall carry out periodic auditing of the GUILD's accounts.
- ii. S/He shall ensure prudent and judicious use of all monies released to officers of the Guild.
- iii. S/He shall prepare an audited account of the GUILD and shall present this to the members at the Annual General Meeting, a day before the AGM.

**(c) EXPANDED NATIONAL EXECUTIVE COUNCIL (ENEC)**

- a. The expanded national executive Council shall comprise  
All National Officers

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All state chairmen  
Immediate Past President  
Immediate Past Secretary –General  
Board of Trustees

- b. Expanded National Executive Council meetings, which must be held quarterly, shall be presided over by the National President
- c. It shall review and approve the annual budget of the Guild as proposed by the National Executive Council
- d. It shall review and resolve all matters referred to it by the National Executive Council
- e. It shall hold trust for the General Meeting in each matter such as investment, stock purchase, etc.,

**(d) ZONAL EXECUTIVE COUNCIL :**

Each zone (comprising a number of states) shall have a Zonal Executive Council of elected officers derived from chairmen and secretaries of states within the zone, they shall be responsible for the day to day running of the activities of the Guild in the zone; the Zonal Executive Council shall be subordinate to the National Executive Council with which it shall keep close contact and refer important matters requiring national resolution and to which it shall notify important developments that require national attention and action. Definition of important developments shall be determined by the National Executive Council.

The officers of the Zonal Executive Council shall include:

Zonal Chairman  
Zonal General Secretary  
Zonal Assistant General Secretary  
Zonal Treasurer  
Zonal Financial Secretary  
Zonal Publicity Secretary  
Zonal Welfare Officer  
Zonal Auditor

The Zonal Vice President shall be the zonal chairman and shall preside over meetings; in his absence, the Zonal General Secretary shall preside.

Quorum – 1/3 of members in attendance.

## **DUTIES OF ZONAL EXECUTIVE OFFICERS**

### **1. THE ZONAL CHAIRMAN**

There shall be a Zonal Chairman for the zone.

- a. The National Vice President of a zone shall be the chairman of the Zonal Executive Council.
- b. The Zonal Chairman shall coordinate the activities of the zonal body. He shall preside over all general, emergency and zonal executive meetings.
- c. S/He shall direct the day-to-day administration of zonal GUILD.
- d. S/He shall have the power to intercede in all affairs of the zonal GUILD and promote understanding among members.
- e. S/He may, if necessary, direct the expulsion of any member whose conduct threatens to disturb the orderly proceedings of any meeting of the zonal GUILD.
- f. In extreme cases, and where a general uproar is occasioned, s/he may adjourn the meeting at his/her discretion.
- g. S/he shall serve as the "A" signatory to all the zonal GUILD accounts except the annual conference account.
- h. S/He shall summon meetings of the zonal executive council, officers and the zonal general meeting.
- i. S/He shall be an ex-officio member of the standing and ad-hoc committees
- j. S/He shall perform all such functions as may be assigned to him/her by the National President, zonal executive Council and general meetings.

### **2. THE ZONAL GENERAL SECRETARY**

There shall be for the GUILD, a Zonal General Secretary.

- i. S/He shall keep the record and minutes of meetings of the zonal executive officers, zonal executive meetings and the zonal membership record and activities.
- ii. S/He shall be responsible for the running of the zonal secretariat.
- iii. S/He shall keep an up to date register of members of the zonal GUILD.
- iv. S/He shall prepare the quarterly reports of the assets and liabilities of the zonal GUILD for submission to the national secretariat.
- v. S/He shall issue notices for meetings, after due consultation with the zonal chairman.
- vi. S/He shall perform any other function(s) as may be assigned by the NVP (zonal Chairman) or the zonal GUILD.
- vii. S/He shall, in the execution of duties, act under the control of the zonal executive Council and direction of the National Vice President and ensure the smooth administration of the zonal GUILD.
- viii. S/He shall conduct correspondence on behalf of the zonal Guild after due consultation with the zonal NV President.
- ix. He shall be a signatory to the zonal GUILD Account.
- x. He shall keep the legal documents/instruments of the zonal GUILD.

### **3. THE ZONAL ASSISTANT GENERAL SECRETARY:**

There shall be an Assistant Secretary for the zonal GUILD.

- i. S/He shall assist the zonal Secretary in the performance of duties.
- ii. S/He shall act as zonal Secretary in the absence of the zonal Secretary.
- iii. S/He shall perform any other function as may be assigned by the zonal NV President or the zonal GUILD.

### **4. THE ZONAL FINANCIAL SECRETARY**

There shall be for the zone a zonal financial secretary.

- i. S/He shall be responsible for the keeping of the financial records of the zonal GUILD.
- ii. S/He shall prepare and have ready for the Auditor quarterly financial statement of the zonal Guild.
- iii. He shall prepare an audited quarterly financial report of the accounts of the zonal GUILD and submit to the ZEC for onward submission to the NEC.
- iv. He shall prepare or cause to be prepared and submit to the zonal executive council an annual report containing revenues, estimates and expenditure.
- v. All vouchers shall be prepared and signed by the zonal Financial Secretary and approved and countersigned by the zonal President

### **5. THE ZONAL TREASURER**

There shall be a zonal Treasurer for the zonal GUILD.

- i. S/He shall keep the account of all donations, gifts, dues and contributions to the zonal GUILD.
- ii. S/He shall within 72 hours make bank lodgments in respect of the monies received within the period of such collection and for such purposes keep appropriate books of zonal account.
- iii. S/He shall keep an imprest account as may be approved from time to time by the zonal executive council.
- iv. S/He shall perform such other functions as may be assigned from time to time by the zonal GUILD or the NV President.
- v. S/He shall be a signatory to the zonal GUILD's Account.

### **6. THE ZONAL PUBLICITY SECRETARY**

There shall be a zonal Publicity or Public Relations Officer for the zonal GUILD.

- i. S/He shall publicize all activities of the zonal GUILD, after due consultation with the zonal NV President.
- ii. He shall issue press releases and statements on matters of general interest to the zonal GUILD as directed by the zonal NV President or zonal Executive Council.
- iii. S/He shall be the liaison officer between the zonal GUILD and the Public.
- iv. S/He shall be responsible for the management of zonal GUILD input to the Guild websites, as may be directed by the President.

**7. THE ZONAL AUDITOR**

There shall be a zonal Auditor for the zonal GUILD.

- i. S/He shall carry out periodic auditing of the zonal GUILD's accounts.
- ii. S/He shall ensure prudent and judicious use of all monies released to zonal officers of the Guild.
- iii. S/He shall prepare an audited account of the zonal GUILD and shall present this to the members at the Zonal General Meeting, a day before the AGM.

**(e) STATE, CHAPTER AND DIVISION EXECUTIVE COUNCIL :**

Each state shall have a State and Chapter/Division Executive Council of elected officers responsible for the day to day running of the activities of the Guild in the state: the chapter and division executive Council shall be subordinate to the state while the State Executive Council shall be subordinate to the Zonal Executive Council and the National Executive Council respectively, with which it shall keep close contact, submit quarterly reports and refer important matters requiring zonal intervention and /or national resolution, and to which it shall notify important developments that require national attention and action in the reporting order. Definition of important developments shall be determined by the National Executive Council.

The officers of the State Executive Council shall include:

Quorum – 1/3 of members in attendance.

State Chairman  
State Vice-Chairman  
State General Secretary  
State Assistant General Secretary  
State Treasurer  
State Financial Secretary  
State Publicity Secretary  
State Welfare Officer.

The State Chairman shall be presiding over meeting and in his absence chair can be occupied by the Vice- Chairman. Same goes for chapter executive Council.

All duties with respect to the state and chapter executive officers shall be the same as those of the zonal executive Council but in subordinate capacity.

**(f) EXPANDED STATE EXECUTIVE COUNCIL (ESEC):**

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The Expanded State Executive Council shall comprise:

All State Executive Council  
All chapter executive Council  
Zonal Vice President  
Chairmen of Standing Committees  
Immediate Past State Chairmen  
Immediate Past State General Secretary.

The ESEC which shall meet quarterly and shall have functions and powers similar to the ENEC, but subordinate to the Zonal Executive Council, National Executive Council and the Expanded National Executive Council respectively.

**(g) STANDING COMMITTEES AND AD-HOC COMMITTEES:**

(i) The Standing Committees shall be the :

Standards, Ethics and Practice Committee  
Membership Committee  
Publicity and Programs Committee  
Continuing Education Committee  
Business/ Revenue Generating Committee  
Strategic Plan Committee  
Advocacy Committee  
IVD Committee  
NHIS Committee  
Corporate Social Responsibility Committee  
International Relations  
Enforcement Committee  
Welfare Committee  
Other additions to these committees

The standing Committees shall be constituted at a general meeting

(ii) The Ad-Hoc Committee shall be constituted by the national, zonal and state Executive Committee which will determine the functions and tenure of such Committees.

**8. TENURE OF OFFICE:**

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- a) All elected officers shall hold office for a period not exceeding two successive tenures of two years each. Elections into office shall be conducted at General meetings for divisions, chapters, states and zones; and at Annual General Meetings for National Executive Offices.
- b) A member shall cease to be an officer of the Guild if he/ she resigns the office; ceases to be a member of the Guild: becomes insane, is officially declared bankrupt; is convicted of a criminal offence by a court of competent jurisdiction; ceases to be resident in Nigeria; or is removed by a vote of no confidence carried by 2/3 of members present and voting at a general meeting at chapter, state, zonal or national level.
- c) Whenever there is vacancy in the office of the President or Chairman due to the reasons mentioned in 5(b),
  - i. An emergency ENEC shall nominate an acting president from any of the zonal vice presidents, who will double in acting capacity until the nomination is ratified at the next AGM, where a replacement for the president shall be elected from any of the vice presidents via a bye-election
  - ii. In the case of states, the Vice Chairman at the state level shall immediately assume the office of the Chairman and a bye-election shall be conducted to fill the post of the vice chairman.
- d) All committees stand dissolved at the expiration of the tenure of its appointing Executive Council or at the expiration of its mandate whichever comes first.

**9. CODE OF CONDUCT:**

**A. RULES AND REGULATION TO MEDICAL LABORATORY PRACTICE:**

- (i) Every member of the Guild of Medical Laboratory Directors shall comply with the statutory requirements and guidelines of the Medical Laboratory Science Council of Nigeria, its successor or assignees.
- (ii) Every member shall comply with the statutory requirements, be they Federal or state, for the establishment and management of medical laboratories.
- (iii) Every member shall promote the highest standard of professional practice in his / her medical laboratory through the quality of the staff, facilities, reagents and materials in order to ensure the utmost reliability of laboratory test results; particular efforts shall be directed towards ensuring that no false results emanate from the medical laboratory of a member of the Guild of Medical Laboratory Directors.

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- (iv) Every member shall promote the interest of the Association of Medical Laboratory Scientists of Nigeria and that of other Laboratory Medicine interest groups in addition to supporting bodies, causes and programs working towards a better healthcare deliver in Nigeria.
- (v) Every member of the Guild shall not engage in any public or private misdemeanor.

**B. RULES AND REGULATIONS IN RELATION TO GUILD OF MEDICAL LABORATORY DIRECTORS:**

- (i) 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 Laboratory Directors.
- (ii) No member shall be in arrears of payment of subscription, levies or dues not more than ninety days from the commencement of the year, except in very special circumstances.
- (iii) Inability of any member to attend a scheduled meeting is to be notified to the General Secretary and /or chairman not later than the sitting of the scheduled meeting.
- (iv) Unexplained absence from three meetings in a calendar year shall be sufficient indication to examine and determine the membership of the absentee.
- (v) Members shall only relate with corporate bodies, clients and the community along the laid down guidelines adopted at general meetings.

**C. DISCIPLINARY PROCEDURE:**

- (i) The Ethics and Practice Committee shall be charged with the responsibility 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
- (ii) The Ethics and Practice Committee shall consist of the Chairman of the committee and four members. It shall appoint one of its members as the secretary to the committee. In the event of a member having interest in the

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matter before the committee such member declare a conflict of interest and will not be deemed fit to sit in on the issue.

- (iii) Members of the committee shall be appointed at a General Meeting.
- (iv) The report and recommendations of the Ethics and practice committee on any relevant matter shall be placed before the SEC, and if necessary, the ZEC then the National Executive Council of the Guild for Consideration and approval.
- (v) Where a member of the Guild is adjudged to be guilty of unethical conduct with respect to the Guild., the Ethics and Practice Committee will recommend, and the National Executive Council will impose, as deemed appropriate any of the following course of action:
  - (a) Reprimand the person
  - (b) Suspend the person from membership of the Guild for a period not exceeding twelve calendar months.
  - (c) Order the Secretary to remove the person's name from the Guild's register.
- (vi) A member adjudged guilty has a right to appeal to the Board of Trustees within 30days of pronouncement of guilt.
- (vii) A member who is on suspension shall be required to make a statement of intent to comply with the objectives, rules and decisions of the Guild thirty days before the expiration of the suspension.
- (viii) A person whose name has been removed from the Guild's register may, depending on the gravity of the misdemeanor, be free to seek re-admittance as a new member after 24 months of the strike-out with no voting rights or may be denied re-admittance permanently.

**10. MEETINGS:**

**(a) MONTHLY MEETING:**

There shall be at least one monthly meeting of the State/Chapter/Division and quarterly at Zonal levels attended by all members and elected officers, and EZEC.

**(b) NATIONAL GENERAL MEETING/ CONFERENCE:**

- (i) A general meeting of the Guild called an Annual National Conference (ANC) and Annual General Meeting (AGM) 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 Conference and the chosen venue with the approval of the National Executive Council shall be decided at the preceding AGM/ANC and published through reputable media organs (print, electronic, social media, etc.).  
Printed notice of the Annual National Conference shall be sent to members of the Guild at least three months in advance then reminders every month before the date appointed for the meeting using appropriate media including e-mail, courier, social media etc.
- (ii) 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 except emergency which will be captured under AOB.  
Any member wishing to propose any resolution at a general meeting must accordingly give notice thereof in writing to the secretary at least twenty one (21) days before the date of the meeting.
- (iii) It shall review the activities of the Guild for the previous year and take appropriate decision and actions as necessary.
- (iv) It shall receive the Secretary General Report and report of the audited account of the Guild.
- (v) It shall ratify and approve constitutional amendments after such amendment proposal have been reviewed and referred to it by the National Executive Council through the Secretary General. Such amendments will require approval of at least two thirds (2/3) of registered participants.
- (vi) The meeting shall have the power to approve recommended dividends for all shareholders in Guild investments or reinvest Guild finances/ assets in any major business venture.
- (vii) There shall be general election of the National Officers at every election year Annual General Meeting.

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- (viii) The Annual General Meeting shall review and approve the tariff and dues of members as recommended by National Executive Council.
- (ix) Annual General Meeting shall hold annually not later than the last month of the financial year of the Guild.

**(c) SPECIAL/ EMERGENCY MEETINGS**

- (i) The elected officers may at any time as occasion demands call an emergency or special meeting. Notice of such meeting with statement of its object shall be sent to members at least forty eight hours before the date of the meeting.
- (ii) The EXCO including one trustee may call for an emergency national meeting. Notice of meetings shall be circulated by fastest means such as fax, courier, e-mail, phone call, SMS, or any other as occasion permits with a statement of its object and shall be sent at least 21 days before the date of meeting.
- (iii) The National Executive Council, by a resolution at its meeting, may convene an emergency national meeting in situations requiring such a meeting, provided a notice of the meeting along with statements of objects of such a meeting is circulated to members or whenever possible, be published or circulated not less than 7 days before such a meeting.

**(d) ELECTIONS AND VOTING AT MEETINGS:**

- (i) An electoral committee shall be constituted by the National Executive Council at the AGM preceding the election year
- (ii) Voting at all meetings except the Annual General Meeting elections shall be by simple show of hands. Resolution will be passed by simple majority.
- (iii) At such meeting the National president, the national vice president, or state chairman for national, zonal or state meetings respectively as Chairman has the right to cast a second vote in the event of a tie.
- (iv) Voting at Annual General Meeting shall be by secret ballot.

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- (v) Voting at Annual General Meeting shall be by registered participants at the AGM. Only financially up-to-date members are eligible to vote and/or be voted for.
- (vi) States are expected to send an up-to-date list of their financial members to the National Secretary at least 30 days before the National Annual General Meeting.
- (vii) Eligibility to contest an election is open to registered, financially up to date and active members, clearance shall be issued by the State Guild.
- (viii) A contestant for state chairman must be a registered member with membership number assigned and verifiable on the Guild website, a director with at least 50% shareholding in the organization, must be up to date financially and active, must have held executive post at state level and/or as chapter chairman or **\*\*chairman of a standing committee\*\*** to be eligible
- (ix) A contestant for National President must be a full member, with membership number and certificate, verifiable on the Guild website, must be up to date financially and active, must have held an executive position at state level as Chairman, **\*\*\*chairman of a standing committee\*\*\*** or National Executive
- (x) No member shall hold more than one position at any time in Guild at either National, State or chapter level, one of the offices must be left unoccupied or filled at a special election, this rule does not apply to Zonal officers.
- (xi) Any executive member removed from office by vote of no confidence by the members shall no longer be eligible to contest elections even after being granted pardon.
- (xii) The officers of the Guild must be full time private practitioners without encumbrance.
- (xiii) In the event that 90% of members in a state GUILD are made up of civil servants who own Private Laboratories, such members who indicate interest in holding an elective office at state or chapter level must present a notarized letter stating that His/Her official duties as a civil servant will not be an encumbrance towards the discharge of His or Her duties as an executive officer of the GUILD. (This provision is only applicable to State and Chapter/Division Officers).

**11. QUOROM:**

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At any executive meeting including special emergency executive meetings, the quorum shall be determined by one third elected officers including chairman and secretary present on the date of such meetings.

**12. MINUTES BOOK AND ACCOUNTS:**

The Minutes Book of the Proceedings 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 twenty-one days prior to the Annual General Meeting; but on no account may those records be removed from the Guild's secretariat for such inspection.

**13. FINANCE:**

**(a) FINANCIAL YEAR:**

The financial year of the Guild shall begin from 1<sup>st</sup> August to 31<sup>st</sup> July of the following year.

**(b) DUTIES & FEES:**

1. Membership Fees, Annual Dues, other dues and levies for the different categories of members shall be determined at general meetings.
2. There shall be a sharing formula and allocation of monies and dues to the state, zone and national in the ratio of 2:3:5, state: zone: national for national registration dues; while ratio of 1:4 zone: national for national dues such as annual renewals, and other major income, proceeds from activities and donations. For conferences, seminars and workshops, the formula shall be 60:15:25 in the ratio state: zone: national. States and chapters/divisions are to collect monthly dues.
3. GMLD is an affiliate of AMLSN, thus all medical laboratory scientists in private health establishments shall pay their state AMLSN dues during the bimonthly Guild state general assembly meeting, this money shall be remitted whole to the State AMLSN treasury. Likewise, the medical laboratory scientists in private establishments shall pay stipulated GMLD non-director monthly dues equivalent.
4. Other dues and levies may be stipulated accordingly.

**(c) FINANCIAL REGULATION:**

- (i) All monies collected shall be receipted and banked while all payments shall be by cheque or bank tellers or transfer except where the amount involved is insignificant and can be disbursed from the imprest Account

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- (ii) An imprest Account shall be maintained at the Secretariat by the treasurer. The maximum balance shall be fixed at a general meeting.

**(d) BANKING:**

- (i) NATIONAL ACCOUNT

The accounts of the Guild shall be kept at Bank(s) approved by the Board of Trustees and National Officers and there shall be three signatories: the President, the Secretary-General and the Treasurer. Withdrawal instruments shall be signed by the President and any other of the signatories.

- (ii) ZONAL ACCOUNT

The accounts of the Guild shall be kept in Bank(s) approved by the \*board of trustees of Guild\*\* and there shall be three Signatories- the Zonal Chairman, the Zonal General Secretary and the Treasurer. Withdrawal instruments shall be signed by the Zonal Chairman and another of the signatories.

- (iii) STATE /CHAPTER/DIVISION ACCOUNT

The accounts of the Guild shall be kept in Bank(s) approved by the board of trustees and there shall be three Signatories- the State/Chapter/Division Chairman, the General Secretary and the Treasurer. Withdrawal instruments shall be signed by the State/Chapter/Division Chairman and any other of the signatories.

**(e) AUDIT:**

The Account shall be audited by the Guild Auditor and/or external Auditors appointed by the National Executive Council within three months of the end of each financial year. The National Executive Council shall scrutinize the accounts of the Guild quarterly and circulate the audited accounts.

**14. REGULATIONS AND GUIDELINES**

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The Guild shall from time to time issue regulation and guidelines for the compliance of members, such guidelines and regulations shall be issued at general meetings at state, zonal or national level with jurisdictional binding without bias to hierarchy.

**15. BYE-LAWS**

Ordinary general meetings of the Guild shall have the powers to make and amend bye-laws the proposal for which shall be by motions for resolution. Notice and details of such resolution must be circulated not less than 30 days before the meeting at which the motion is to be considered.

**16. AMMENDMENT**

Provisions of the constitution can be amended only at an Annual General Meeting provided notice and details of the proposed amendment have been circulated to members at least 30 days before the AGM where the amendment is to be considered.

**17. INTERPRETATION**

- i. Where the Constitution is silent or ambiguous on any subject matter, the president's (in consultation with the Trustees and NEC members) interpretation or ruling shall be final.
- ii. The Guild of medical laboratory Directors may seek a legal advice before making such a ruling

**18. COMMENCEMENT**

- i. An amendment is deemed to come into effect on the date upon which such an amendment was effected.

**19. REPEAL**

- i. Upon an amendment, the Constitution so amended/revised is deemed to have been repealed (stating the date of effectiveness of the one so amended)

**20. SPECIAL CLAUSE**

- i. The income and property of the Guild of Medical Laboratory Directors of Nigeria howsoever derived shall be applied solely towards the promotion of the objectives of the Guild of Medical Laboratory Directors as set forth in this constitution and rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to whosoever by way of profit to the Guild of medical laboratory Directors
- ii. PROVIDED that nothing herein shall prevent the payment in good faith, of reasonably and proper remuneration to any officer or servant of the Guild of Medical Laboratory Directors in return for any service actually rendered to the Guild of Medical Laboratory Directors so that no member of the committee of management or governing body shall be appointed to any salaried office of the Guild of Medical Laboratory Directors or any office of the Guild of Medical Laboratory Directors; paid by fees and that no remuneration of benefit in money or monies shall be given by the Guild of Medical Laboratory Directors to any member of such committee or governing body except repayment of out of pocket expenses or reasonable and proper rent for premises demise

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- or let to the Guild of Medical Laboratory Directors provided that the provision last aforesaid shall not apply to any payment of any company to a member of the Guild of Medical Laboratory Directors which may be a company in which such members shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share or profit he may receive in respect of such payment.
- iii. No addition, alteration, amendment shall be made to or in the RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same has been submitted to and approved by the Registrar General.
  - iv. In the event of winding up or dissolution of the Guild of Medical Laboratory Directors, there remains, after the satisfaction of its debt and liability any property whatsoever, the same shall not be paid to or distributed among the members of the Guild of Medical Laboratory Directors but shall be given or transferred to some other institution or institutions having objects similar to the objects of Guild of Medical Laboratory Directors and the body or bodies are prohibited from distributing it or their income or property amongst its or their members to an extent at least as imposed on the Guild of Medical Laboratory Directors under or by virtue of special clause hereof, such institutions to be determined by the members of the Guild of Medical Laboratory Directors at or before the time of dissolution and if insofar as effect cannot be given to the aforesaid provision then to charitable objects.

SCHEDULE 1: OATH OF OFFICE

- i. I..... pledge to serve the  
Guild of Medical Laboratory Directors of Nigeria as  
.....
- ii. I shall uphold and defend the Constitution and Rules of the Guild of Medical  
Laboratory Directors of Nigeria.
- iii. I promise to be loyal, faithful and bear true allegiance to the profession and the Guild of  
Medical Laboratory Directors of Nigeria. I shall always support the cause the Guild of  
Medical Laboratory Directors to the benefit of the members in general. I shall not allow my  
personal interest to override my decisions on matters affecting the Guild of Medical  
Laboratory Directors and profession of medical laboratory science

SO HELP ME GOD

Signature.....

Office.....

Oath Administered by .....Date.....