

SOCIETY FOR SCIENTIFIC AND TECHNOLOGICAL ADVANCEMENT

I. MEMORANDUM OF ASSOCIATION

1. Name of the Organization:

The official name of the organization shall be “**Society for Scientific and Technological Advancement**”, a corporate entity established and recognized as **Limited by Guarantee** under the applicable laws of the Federal Republic of Nigeria.

2. Registered Office:

The Society shall maintain a legally recognized and duly registered office within the territorial boundaries of Nigeria, which shall serve as its administrative and correspondence headquarters. This office may be relocated within Nigeria as deemed necessary by the Council.

3. Objectives of the Society:

The Society is established to promote, facilitate, and sustain growth in scientific inquiry and technological innovation for the benefit of the public and national development. Its specific objectives include:

- (a)** To actively advance, promote, and strengthen the frontiers of knowledge in science and technology through sustained inquiry, education, and application;
- (b)** To foster, undertake, encourage, and support scientific, engineering, and technological research that addresses both theoretical and practical challenges in diverse sectors;
- (c)** To identify, examine, and initiate studies into critical scientific and technological issues that influence societal development, economic growth, and global competitiveness, and to enable such inquiries through relevant partnerships and institutional support;
- (d)** To provide expert, evidence-based advice and opinions on matters related to science, innovation, engineering, research, and technology policy to government bodies, institutions, and the public;
- (e)** To disseminate scientific and technological knowledge through the publication and circulation of original research findings, technical papers, and educational materials aimed at expanding public understanding and application of innovation;

(f) To develop and maintain collaborative relationships with other scientific bodies, professional associations, academic institutions, and think tanks, both locally and internationally, that shares common values and goals with the Society;

(g) To undertake and support such additional activities and initiatives that contributes to the fulfillment of the above-stated objectives, provided that no part of these activities shall be conducted for commercial gain or the sole purpose of profit-making. In this regard, the Society shall, without limitation, be empowered to:

(i) Represent, articulate, and champion the collective views, concerns, and intellectual positions of its membership on matters of public and professional importance;

(ii) Negotiate, enter into, and implement agreements with governmental agencies, donor bodies, or private authorities that promote the aims and objectives of the Society, including the securing of rights, privileges, and concessions necessary to its work;

(iii) Organize, facilitate, or participate in fund-raising campaigns, symposia, workshops, and other public engagement activities aimed at sourcing financial and material support to sustain the Society's programs;

(iv) Support, establish, or collaborate with charitable trusts, foundations, institutions, or non-governmental organizations whose mandates align with the goals of the Society;

(v) Engage in lawful acts incidental or supplementary to the primary aims of the Society, including advisory or consultancy services that enhance its reputation and scope of influence;

(vi) Serve in the capacity of trustees, committee members, or custodians of any form of property, whether real or personal, that is entrusted to the Society for scientific, public interest, or educational use;

(vii) Receive, accept, and lawfully manage gifts, donations, or bequests of movable and immovable property provided for the general or specific advancement of the Society's mission;

(viii) By the provisions of the Companies Act, acquire property by purchase, lease, exchange, or any other lawful means to establish, develop, or maintaining infrastructure and facilities necessary for its activities;

(ix) Dispose of, lease, or otherwise make use of the Society's assets and property in any manner that supports its statutory objectives;

(x) Invest surplus funds that are not immediately required for operational use in secure financial instruments, securities, or projects, as advised by financial experts and approved by the Council;

(xi) Engage with, collaborate with, or, where necessary, assume the rights, liabilities, and properties of any other charitable society, institution, or association with similar aims;

(xii) Establish pension plans, welfare funds, or other benefit schemes to support current or former employees, officers, or their dependents, thereby encouraging service, loyalty, and institutional sustainability.

4. Use of Funds and Resources:

The entire income and property of the Society, from whatever source derived, shall be deployed strictly and exclusively for the realisation and furtherance of the objects and goals as stated in this Memorandum. No portion of the Society's assets shall, under any circumstances, be distributed directly or indirectly to any member, whether in the form of dividends, bonuses, profit-sharing, or other benefits. This restriction shall not, however, preclude the fair and reasonable compensation of any officer, employee, or member of the Society for services rendered to the organization in furtherance of its lawful activities.

5. Members' Liability:

The liability of each member of the Society shall be limited to a financial guarantee, whereby they undertake, in the event of the winding up or dissolution of the Society during their membership or within one year thereafter, to contribute to the payment of debts and obligations incurred before they ceased to be members. This contribution shall not exceed the sum of **Five Thousand Naira (\$25)** per member, and the collective total of such contributions shall not fall below **Ten Thousand Naira (\$50)**, subject to adjustment by recommendation of the Council and ratification by the General Assembly.

6. Distribution of Assets upon Dissolution:

In the event of a voluntary or legal dissolution of the Society, and after full settlement of all debts, liabilities, and lawful obligations, any remaining property or assets shall not be distributed among the members of the Society. Instead, such assets shall be transferred to one or more institutions or organizations of a public character that are approved under the provisions of the **Income Tax Act** and duly registered under the **Charities Act**, as designated by the Minister of Finance.

7. Financial Records:

The Society shall maintain accurate, transparent, and up-to-date records of all income received, expenditures made, assets held, and liabilities incurred. These accounts shall be open to inspection by any member in good standing, subject to reasonable conditions and procedures as established by the Society's governing regulations.

8. Annual Audit:

Once a year, the Society's accounts shall be submitted to one or more competent and professionally certified auditors for independent examination. The purpose of this audit is to ensure the correctness of the Society's financial records and to promote transparency, accountability, and economic integrity in its operations.



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ARTICLES OF ASSOCIATION

1. Interpretation. In these Articles, unless the context otherwise requires:

- "Society" means the **Society for Scientific and Technological Advancement**.
- "Act" means the **Companies and Allied Matters Act (CAMA)**, Cap C20, Laws of the Federation of Nigeria, as amended;
- "Council" refers to the governing body to which the management of the Society is entrusted.
- "Member" includes all recognized categories of membership in the Society, unless a specific type is referred to.
- "Office" means the registered office of the Society;
- Words importing the singular shall include the plural and vice versa;
- Words importing the masculine gender shall include the feminine and vice versa;
- Terms not expressly defined herein shall bear the meanings ascribed to them in the Act.

The scope of the Society shall include individuals and institutions actively engaged in the advancement of science, technology, innovation, and related disciplines, including but not limited to: physical sciences, life sciences, computing, engineering, mathematics, energy sciences, and environmental studies.

I GENERAL PROVISIONS

2. Membership Limitation The Society shall consist of not more than 200 members at any one time, except where modified by a resolution of the Annual General Meeting. A maximum of 10 new members shall be admitted annually unless otherwise provided for due to vacancies or expansion resolutions.

3. Purpose: The Society is established for the objects outlined in its Memorandum of Association, with a focus on promoting scientific knowledge, innovation, technological advancement, and policy development for the benefit of both national and global interests.

4. Composition of Membership All individuals who have signed the Memorandum of Association and those admitted subsequently by the Council following these Articles shall be recognized as full members of the Society.

II. MEMBERSHIP

5. Eligibility Criteria Membership is open to qualified professionals in science, engineering, technology, and innovation. This includes individuals with academic or industry-based achievements in these domains.

6. International Membership Foreign nationals, whether residing in Nigeria or abroad, may be admitted as members provided they meet the requirements for admission as stipulated in the bylaws.

7. Basis of Admission Membership shall be based on:

- A. Demonstrated and outstanding professional achievements in the areas of science or technology;
- B. Active involvement in scientific advancement, research, education, innovation, or policy development;
- C. Proven commitment to furthering the objectives of the Society and availability of resources or expertise to contribute meaningfully.
- D. Complete the official membership application form online **or** send your **Curriculum Vitae (CV)** along with a recent passport-sized photograph to contact@tssta.org.
- E. Applicants must demonstrate suitable academic qualifications, **notable achievements**, and/or contributions in research, education, technology, or community development.
- F. All applications will be reviewed by the **TSSTA Executive Committee**, which will assess the candidate's profile and notify them of the membership decision via email or phone. Final acceptance is at the sole discretion of the committee.

8. Categories of Membership: The following membership categories shall exist:

- A. Foundation Fellows: Original members and initiators of the Society;
- B. Fellows: Elected based on meritorious contributions;
- C. Honorary Fellows: Distinguished individuals recognized for exceptional contributions to science or society;
- D. Any other category may be created by the Council and approved by the General Assembly.

9. Honorary Fellowship Honorary Fellowship shall be conferred on individuals of international or national renown who, although not meeting the usual academic or professional criteria for membership, have made extraordinary contributions to the cause of science or technology.

10. Powers of Admission: The Council reserves the absolute right to accept or reject any membership application. Its decision is final and not subject to appeal. The qualifications and requirements for each category of membership shall be outlined in the bylaws.

11. Designation and Post-nominal

- Fellows are entitled to use the post-nominal letters **FSTAS** (Fellow of the Society for Scientific and Technological Advancement).
- Honorary Fellows may use **FSTAS (Hon)**.

12. Membership Dues Membership dues shall be proposed by the council and ratified by the Annual General Meeting. Dues are payable annually and shall be used to fund the operations and projects of the Society.

III. MEETINGS OF THE SOCIETY

13. Types of Meetings: The Society shall convene:

- a. Annual General Meetings (AGMs);
- b. Extraordinary General Meetings (EGMs);
- c. Council Meetings and Committee Meetings.

14. Business of the AGM The agenda of the AGM shall include:

- a. Review and approval of minutes of the last AGM;
- b. Presentation of Council's annual report;

- c. Audited financial statement of the Society;
- d. Elections (if due);
- e. Appointment of auditors;
- f. Consideration of amendments to the Constitution or byelaws;
- g. Discussion of any other business submitted in writing at least 7 days before the meeting.

15. Rules of Procedure Meeting protocols and rules of engagement shall be as prescribed in the Society's bylaws.

IV. TERMINATION OF MEMBERSHIP

16. Resignation A member may resign by submitting written notice to the Secretary. They remain liable for all dues and obligations incurred before resignation.

17. Disciplinary Action A member may be suspended or expelled by the Council for actions detrimental to the Society's reputation, integrity, or mission.

V. SPECIALTIES AND COLLEGES

18. Structure The Society shall comprise Specialties, referred to as Colleges, representing various scientific and technological domains.

19. List of Colleges

- a. College of Physical Sciences
- b. College of Life Sciences
- c. College of Engineering and Applied Technology
- d. College of Information and Communication Technology
- e. Additional Colleges may be created.

20. Admission to Colleges: Criteria for admission to each College shall be defined by the Society and the specific College bylaws.

21. Responsibilities of Colleges Each College shall oversee academic, research, and policy activities within its domain.

VI. GOVERNANCE

22. Governance Structure Overall governance rests with the Council and the Society's President. Each College is governed by its own Executive Committee.

VII. COUNCIL

23. Composition

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

25. The voting membership at the AGM elects the Elections Council members.

26. Election of President. The Council shall elect the President following recommendations from a duly appointed Search Committee.

IX. COMMITTEES

27. Standing Committees

- Nomination Committee
- Membership Committee
- Finance Committee
- Research Committee
- Additional committees as approved by the Council

28. Ad hoc Committees The Council may create temporary committees for specific tasks or initiatives.

XI. COLLEGE GOVERNANCE

29. College Executive Committee

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

30. Powers and Authority. Each College shall enact bylaws aligned with the Society's constitution. In the event of a conflict, the Society's constitution prevails.

31. Reporting Each College shall report to the Council and submit an annual report to the AGM.

XII. FORMATION OF NEW COLLEGES

32. Application. At least 25 Fellows residing in Nigeria must sign an application to form a new College.

33. Timing Applications must be submitted at least six months before the AGM.

34. Approval: Approval requires a two-thirds majority vote at the AGM.

35. Inauguration. Once approved, the President shall convene the inaugural meeting within three months.

XIII. PROGRAMME AND BUDGET

36. Planning: The Treasurer, with the Finance Committee, shall prepare the annual programme and budget, which Council must approve.

XIV. OFFICERS OF THE SOCIETY

37. Officer Roles

- President
- President-Elect
- Vice Presidents
- Secretary
- Treasurer
- Auditor
- Immediate Past President
- Editor

38. Terms and Duties Terms of service, responsibilities, and election procedures shall be outlined in the bylaws.

XV. AMENDMENTS AND BYLAWS

39. Bylaws: The Council may propose and amend bylaws subject to majority approval at the AGM.

40. Amendments: Constitutional amendments require a two-thirds majority vote at the General Assembly.

XVI. BOARD OF TRUSTEES

The Board shall consist of Founding Fellows.

1. Responsibilities

- Strategic oversight
- Financial integrity
- Risk management
- Compliance with ethical and legal standards

2. Legal Duties

- Duty of Care
- Duty of Loyalty
- Duty of Obedience

3. Board Officers

- Chairman: Leads the Board and serves as the chief representative
- Vice-Chairman: Supports the Chairman
- Treasurer: Oversees financial stewardship
- Secretary: Maintains records and prepares minutes

XVII. DISSOLUTION

41. Winding Up: The Society may be dissolved by a special resolution of its members.

42. Distribution of Assets: Assets shall not be distributed to members but transferred to similar public interest institutions. If this cannot be achieved, remaining assets shall be donated to a charitable cause.

Dated this 3rd day of June 2021

Signed

Signature of Chairman

Signed

Signature of Secretary



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