

## **THE FEDERAL REPUBLIC OF NIGERIA**

### **COMPANIES AND ALLIED MATTERS ACT 1990 PART C, INCORPORATED TRUSTEES**

#### **THE CONSTITUTION OF THE REGISTERED TRUSTEES OF THE NIGERIA NETWORK OF NON-GOVERNMENTAL ORGANISATIONS (NNGO)**

##### **1. NAME AND DESCRIPTION**

The name of the Organisation is **“THE INCORPORATED TRUSTEES OF THE NIGERIAN NETWORK OF NON-GOVERNMENTAL ORGANISATIONS”** hereinafter referred to as **“the organisation”**

The organisation is established as a non-governmental, non-profit making, non-political, non-religious, autonomous organisation.

The organisation shall be the co-ordination body for all recognized nongovernmental organizations and private voluntary organizations involved in development related activities in Nigeria.

##### **2. MOTTO**

The motto of the organisation is **“Government and Non-Governmental united in service”**.

##### **3. AIMS AND OBJECTIVES**

The aims and objects for which the organisation is formed are:

- To identify and maintain a register of all non-governmental organizations in Nigeria
- To establish a resource centre with a library and data bank for the use of members related agencies and professional bodies.
- To provide services which enhance co-ordinate interaction of member organizations in all government development related programmes at the federal, state and local government development related programmes at the Federal, state and local state government levels in the order to avoid duplication of effort and wastage.
- To collaborate with International and National Agencies with respect to development activities in Nigeria.

- To establish State and Local Government branches and to use existing infrastructures to support the Government in more meaningful planning, Policy making, formation and administration of development programmes in Nigeria.
- To provide forum for collaboration between Non-Governmental Organisations, International Agencies and Government of Federal Republic of Nigeria, at either the Federal, State or local Government levels for effective networking in the implementation of development programmes throughout Nigeria.
- To establish a pool of resource personnel to support the activities of member organizations.
- To organize annual conferences, seminar, workshops, symposia and other events in order to provide training and to promote interaction and understanding among member organisations.
- To raise funds for the activities of the evaluation of activities of the organisation and its branches.
- To assist in the monitoring and evaluation of activities undertaken by member organisations.

#### **4. MEMBERSHIP**

Membership of the organisation shall be open to all non-Government Organisations recognised by the Government of the Federal Republic of Nigeria and Private Voluntary Organisations with development related activities and Programmes in Nigeria, upon payment of a registration fee as shall be determined by the Executive Council from time to time.

#### **5. STATE AND LOCAL BRANCHES**

- (a) Members of the organisation operating and/or located in any State of Nigeria shall have the right to constitute themselves into state or local Government Branches.
- (b) A Branch shall be bound by the provisions of the Constitution and shall have the right to make Rules and Regulations to relate its functions provided such rules and regulations are not in conflict with any part of the Constitution or other rules of the Organisation.
- (c) Where there exists a conflict between the Constitution and the Rules and Regulations
- (d) of a Branch, the Constitution shall supersede.

- (e) Any decision of any Branch which conflicts with the Constitution shall be null and void and of no effect.

## **6. EXECUTIVE COMMITTEE**

- (a) The Organisation shall have an Executive Committee which shall be constituted of the following officers: the Executive Director, the Secretary-General, the Financial Secretary, the Treasurer, the public Relations Officers, the Programme Director, and such other ex-officio members as may be appointed by members of the Organisation.
- (b) The management of the day to day affairs of the Organisation shall be vested in the Executive Committee.
- (c) Where a vacancy exists in any of the posts constituting the Executive Committee, the Executive Committee as then constituted shall appoint members to fill the vacancy which shall be ratified or otherwise, at the next Annual General Meeting.

## **7. EXECUTIVE DIRECTOR**

The Executive Director Shall:

- (a) be a member of a Non-Governmental Organisation (and shall not be a government official/representative) who shall have served as a Chairman of any of the Organisations Standing Committee duly elected by the members of the Organisation at the Annual General Meeting of the Organisation.
- (b) Direct and co-ordinate all the activities of the Executives of the Organisation.
- (c) Preside at all meetings of the Executive Committee and the Executive Council meeting.
- (d) Act as Secretary to the Board of Trustees.
- (e) Be a Class 'A' signatory to the Bank Accounts of the Organisation.

## **8. THE SECRETARY-GENERAL**

The Secretary-General Shall

- (a) Be a member of a non-Governmental Organisation (and shall not be a government official/representative) nominated by the Executive Council duly elected by the member of the Organisation at the Annual General Meeting of the Organisation.

- (b) At the direction of the Executive Director, summon meetings of the Executive Committee and the Executive Council.
- (c) Take and keep accurate minutes of proceedings at all meetings of the Executive Committee and the Executive Council.
- (d) Prepare quarterly and annual reports of the activities of the organisation.
- (e) Direct the Administrative Secretary in the exercise of the duties relating to the office of Administrative Secretary.
- (f) Be a Class ' B ' signatory to the Bank Accounts of the Organisation.

#### **9. THE FINANCIAL SECRETARY**

The Financial Secretary Shall:

- (a) Be a member of a Non-Governmental Organisation (and shall not be a government official/representative) duly elected by the members of the Organisation at the Annual General Meeting of the Organisation.
- (b) Keep accurate records of the financial transactions of the Organisation.
- (c) Present a statement of the financial transactions of the Organisation at General Meetings where required to do so.

#### **10. THE TREASURER**

- (a) Be a member of a Non- Governmental Organisation (and shall not be a governmental official/representative) with accounting experience duly elected by the members of the Organisation.
- (b) Collect all monies, dues, contributions and donations of the Organisation and pay all monies collected into the Organization's Bank Accounts within one week of receipt thereof.
- (c) Hold an Imprest Account not exceeding such amount as may be prescribed by the Committee from time to time.
- (d) Be a Class ' B ' signatory to the Bank Accounts of the Organisation. (e) Prepare the annual accounts of the Organisation.

#### **11. THE PUBLIC RELATIONS OFFICER**

The Public Relations Officer Shall:

- (a) be a member of a Non-Governmental Organisation (and shall not be a government official/representative) duly elected by the members of the Organisation at the Annual General Meeting of the Organisation.
- (b) Publicise the activities of the Organisation through the various public and private media.
- (c) Devise and implement schemes and programmes for raising the support of the public for the activities of the Organisation.
- (d) be responsible, in conjunction with other members of the Executive Committee, for the Organisation of all social functions and fund raising activities of the Organisation.

**12. THE PROGRAMME DIRECTOR**

The Programme Director Shall:

- (a) be a member of the Non-Governmental Organisation (and shall not be a government official/representative) duly elected by the members of the Organisation at the Annual General Meeting of the Organisation.
- (b) In conjunction with the Executive Director , be responsible for developing and implementing projects undertaken and funded by the Organisation.
- (c) In conjunction with the Executive Director, evaluate and monitor any project undertaken by the Organisation.
- (d) Assist the Executive Director in carrying out duties of the Executive Director.
- (e) Undertake such other duties as may be assigned to him by the Executive Director and/or the Executive Committee and/or the Executive Council.

**13. EX-OFFICIO MEMBERS**

The Ex-officio Members shall be appointed by the members of the Organisation at the General Meeting of the Organisation and shall perform such duties as may be assigned to them by the members of the Executive Committee.

**14. EXECUTIVE COUNCIL**

The Organisation shall have an Executive Council, which shall be the governing body of the Organisation responsible for overall supervisory control of the Organisation and shall consist of the following:

- (a) All members of the Executive Committee.
- (b) All Chairpersons of the various Standing Committees.
- (c) Co-ordinators of the State branches of the Organisation
- (d) Representatives of affiliated organizations as resolved by the Executive Council – who shall all be ex-officio members.
- (e) Representatives of the Federal Ministry of Health and Human Services and the Ministry of Education, Youth Development and Information who shall.
  - (i) be nominated by the respective Ministers of such Ministry. (ii). Act in a purely advisory role taking into consideration the current government policy at the material time.

**15. STANDING COMMITTEES**

- (a) The Executive Director shall, subject to the approval of the Executive Committee, constitute the following Standing Committees:
  - (i) Technical Committee

- (ii) Trade and Finance/Income Generation
  - (iii) Primary health Care /AIDS
  - (iv) Population
  - (v) Education/Functional Literacy
  - (vi) Environment
  - (vii) Drug Abuse
  - (viii) And such other Standing Committee as may be directed by the Executive Committee.
- (b) Each Standing Committee shall comprise of a Chairman and such other members as may be appointed by the Executive Committee.
  - (c) The Terms of Reference of each Standing Committee shall be stated upon inauguration.

## 16. EMPLOYEES

- (a) The Organisation shall employ an Administrative Secretary, Typist and a Messenger.
- (b) The Organisation shall employ such other persons as may required to efficiently run the Secretariat of the Organisation.

17. There shall be an Administrative Secretary for the Organisation who shall.

- (a) be a salaried employer of the Organisation reporting directly to the Executive Director.
- (b) Be responsible for the administration of the Secretariat of the Organisation.
- (c) Keep all records of the meeting of the Organisation,
- (d) Send out notices of any Meeting of the Organisation, i.e. Annual General Meeting, General Meetings, Executive Committee Meetings, Executive Council Meetings and Meetings of the various Standing Committees.
- (e) Take and keep an accurate record of attendance and proceedings at all such meetings, (referred to in paragraph 17 (d) above).
- (f) Prepare and submit an Annual Report of the activities of the Organisation at the Annual General Meetings.

18.

- (a) TYPIST - There shall be a typist for the Organisation at the Annual General Meetings.
- (b) MESSENGER - There shall be a messenger for the Organisation who shall perform the duties of a massager as directed.

19. **SIGNATORIES TO ACCOUNTS:**

- (a) There shall be at least two signatories to each Bank Account belonging to the Organisation, which must comprise at least one Class 'A' signatory and at least one Class 'B' signatory.
- (b) CLASS 'A' signatories for purposes of this constitution, shall be the current Executive Directive of the Organisation.
- (c) CLASS 'B' signatories for purposes of this constitution, shall be the current Treasurer of the Organisation and/or the current Secretary-General of the Organisation.

## **20. MEETINGS**

### **(a) GENERAL MEETINGS**

- (i) There shall be an Annual General Meeting of the Organisation which shall be held each year, not later than the 30<sup>th</sup> of November and at such time and place as the Executive Council shall decide.
- (ii) The Chairman of the Board of Trustees shall preside at the Annual General Meeting.
- (iii) If the post of Chairman of the Board of Trustees is vacant or the Chairman of the Board of Trustees is absent thirty minutes after the time fixed for the holding of the meeting or the Chairman of the Board of Trustees is unwilling to preside, members of the Executive Council present shall appoint one of their members preside over the meeting.
- (iv) All other meetings shall be called Extra-Ordinary General Meetings and may be convened by the Executive Council shall determine.

### **(b) EXECUTIVE COUNCIL MEETINGS**

- (i) The members of the Executive Council shall meet every 4 months at such venue and on the day and time the Executive may have determined at its last meeting.
- (ii) The Executive Committee may alter the date fixed for the Executive Council and in circumstances where the Executive Committee deems it necessary and expedient the Executive Committee may fix a meeting of the Executive Council at such place and time as the Executive Council may determine.
- (iii) The Executive Director shall preside at meetings of the Executive Council and if he is not present thirty minutes after the time fixed for the holding or he is unwilling to preside, members of the Executive Council present shall appoint one of their members present to preside over the meeting.

- (iv) The Executive Director shall have a casting vote in the event of a tie in voting.

( c ) EXECUTIVE COMMITTEE MEETINGS

- (I) The members of the Executive Committee shall meet at least once a month and at such other time as the Executive Committee may determine.
- (II) The Executive Director shall preside over the meetings of the Executive Committee and if he is not present thirty minutes after the time fixed for the holding of the meeting or its willing to preside, members of the Executive Committee present shall appoint one of their members present to preside over the meeting.
- (III) The Executive Director shall have a casting vote in the event of a tie during voting.

(d) STANDING COMMITTEE MEETINGS

- (i) Each Standing Committee may at least at 4 quarterly meetings per annum and at such other times as may be necessary.
- (ii) The respective Chairmen of each Standing Committee shall preside over the respective meetings of each Standing Committee and if any of them is not present within thirty minutes after the time appointed for the holding of the respective meetings, or if any of them is unwilling to preside, members of the respective Standing Committee shall appoint one of their members to preside over the meeting.
- (iii) The Chairman of each Standing Committee shall have a casting vote in the event of a tie during voting.

## 21 QUORUM

- (a) The quorum for the Annual General Meeting or other General Meeting of the Organisation shall be representatives at least twenty (20) member NonGovernmental Organisations.



- (b) The quorum of the Executive Committee Meetings shall be 3 members of the Executive Committee present in person.
- (c) The quorum of the Executive Committee Meetings shall be at least one-third (1/3) of the total number of members of the Executive Council present in person.
- (d) The quorum of each Standing Committee Meetings shall be at least one-third (1/3) of the total number of members of each Standing Committee.

## **22. TENURE OF OFFICE**

- (a) Members of the Executive Committee and the Executive Council shall hold office for a term of two years.
- (b) A member of the Executive Committee who has served a term and who offers himself for reappointed may be re-appointed for a further term of two years.
- (c) Members of the Standing Committee shall hold office for a term of 3 years, and may be reappointed for a further term of three years.

## **23. REMOVAL OF OFFICERS**

- (a) An officer of the Organisation may be removed from office in accordance with this section.
- (b) Where the Organisation seeks to remove an officer, the officers to be removed shall be informed in writing of any allegations of gross misconduct in the performance of the function of the office, if any, particulars of which must be specified.
- (c) Copies of any allegations against the officer sought to be removed and any statement made in reply to the be circulated among all members of the Organisation at a General Meeting called for that purpose.
- (d) The members shall decide whether to investigate the allegations of gross misconduct.
- (e) Where the members vote to investigate the allegations of gross misconduct, the members shall appoint a panel to carry out the investigation.
- (f) An officer being investigated under this Section shall have the right to defend himself in person in respect of the allegations made against him.
- (g) Where the panel finds that the allegations have not been proved, no further processing shall be taken in respect of the matter.
- (h) Where the panel report that the allegations against the office have been proved, the members shall consider the report within 3

months of receipt of the report, and if the report of the panel is adopted by the simple majority of the members, then the officer shall stand removed from office from the date of the adaptation of the panel's Report.

- (i) In this section "Gross Misconduct" means a grave violation or breach of this Constitution or a misconduct of such a nature as amounts in the opinion of the members of the Organisation.

## 24. BOARD OF TRUTEES

- (a) The Board of Trustees shall comprise all the trustees of the Organisation who shall not exceed 15 in number and shall not be less than 4, which is the minimum number of trustees required to form a quorum.
- (b) The trustees shall be appointed at a General Meeting of the Organisation at which notice of the intention to appoint trustees has been given.
- (c) A Chairman of the Board of Trustees shall be appointed from amongst the Trustees by the Executive Council.
- (d) The Trustees may hold the office of Trustee for life but shall cease to hold office if he
  - i) resigns his office;
  - ii) becomes insane;
  - iii) is officially declared bankrupt;
  - iv) is convicted of a criminal offence involving dishonesty;
  - v) is recommended for removal from office by the majority of the members present at any General Meeting of the Organisation.
- (e) The Trustees shall, in addition to the powers conferred on them by section 679 of the Companies and powers and perform such duties as may be conferred on them by the Executive Council or by the members of the Organisation in the General Meeting of the Organisation.
- (f) If the number of Trustees falls below the minimum of six (6), a General Meeting shall be held within 3 months thereof to appoint eligible persons to fill the vacancies to constitute the quorum of Trustees.
- (g) The Board of Trustees shall meet at least twice a year.

## 25. THE SEAL

- (a) The Trustees shall have a common seal.
- (b) The Common Seal shall be kept in the custody of the Executive Director who shall produce it when required by the Board of Trustees.

- (c) All documents to be executed by the Board of Trustees shall be signed by at least 4 of the Trustees and sealed with the common seal.

## **26. NOTICE**

- (a) A notice may be given by the Organisation to any member either personally or by sending it by post to its registered address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to have effected by properly addressing, prepaying and posting a letter containing the notice, and to have been affected at the expiration of Five (5) days after the letter containing the same is posted.

## **27. SOURCE OF FUNDS**

The Organisation will source its funds from:

- i) Registration fees; ii) Special levies; iii) Voluntary contributions; iv) Donations; and v) Fund raising.

## **28. APPLICATION OF FUNDS**

The income and property of the Organisation whensoever desire shall be applied solely towards the promotion of the Organisation as set forth in this constitution and no portion thereof shall paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Organisation. PROVIDED THAT nothing shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of the Organisation in return for any service actually rendered to the Organisation but so that no member of the Organisation shall be appointed to any salaried officer of the Organisation or any office of the Organisation paid by fees, and that no remuneration or other benefit in money shall be given by the Organisation to any member of the Organisation except repayment of out to pocket expenses or reasonable and proper rent for premises demised, or let to the Organisation PROVIDED THAT the provision last aforesaid shall not apply to any payment by any company to a member of the Organisation in which such member shall hold not more one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

## 29 AUDITOR

- i) The Organisation shall keep proper account of every financial transaction.
- ii) The members of the Organisation shall, each year, on the recommendation of the Executive Committee appoint an Auditor to carry out an audit of the financial transactions of the Organisation for the year.
- iii) The Auditor appointed under this section shall not be a member of the Executive Committee. iv) The Auditor shall present a report of his findings at a General Meeting of the Organisation.

## 30. AMENDMENT

- i) Any proposed amendment to this Constitution shall be in writing and shall be submitted to the Executive Committee which shall make same available to the members of the Organisation at least two months before the date fixed for its consideration at the General Meeting. ii) Where the proposed amendment is support by a simple majority of the members present at the meeting the amendment shall then be submitted to the Registrar-General, Corporate Affairs Commission, Abuja for his approval and the amendment shall take effect as from the date the approval of the Registrar-General is obtained.

## 31. WINDING UP

If in the event of a winding up or dissolution of the Organisation, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Organisation but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Organisation and the body or the bodies are prohibited from distributing its or their income and property among its or their members to an extent at least as great as is imposed on the Organisation under or by virtue of this provision, such institutions to be determined by the members of the Organisation and if effect cannot be given to the aforesaid provision then to some charitable object.

## 32. INDEMNITY

Every member of the Executive Committee or Board of Trustees or any person employed as an officer of the Organisation shall in the execution of his duties be indemnified out of the funds of the Organisation against any liability incurred by him in defending any

proceedings whether civil or criminal in connection with any of the affairs of the Organisation.

### **SPECIAL CLAUSE**

The income and property of the Registered Trustees of Nigeria Network of Non-Governmental Organisation whensoever derived shall be applied solely towards the promotion of the objects of the Organisation as set forth in this Constitution: and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Registered Trustees of Nigeria Network of Non-Governmental Organisations. PROVIDED THAT nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or actually rendered to the Organisation but so that no member of the Council of Management or Governing Body shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees; and that no remuneration or other benefit in money or money shall be given by the Organisation to any member of such Council or Governing Body except repayment of out-of-pocket expenses or reasonable and proper rent for premises, or let to the Organisation provide that the provision last aforesaid shall not apply to any payment of any Company to a member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for payment. NO ADDITION, alteration, or amendment shall be made to or in the Constitution for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General. IN THE EVENT of a winding up or dissolution of the Organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Organisation but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Organisation and the body or bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on the Organisation under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the member of the Organisations effect cannot be given to the aforesaid provision then to some charitable object.