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**AANI CONSTITUTION**  
**THE ALUMNI ASSOCIATION OF THE NATIONAL**  
**INSTITUTE (AANI)**

**CONSTITUTION OF THE ALUMNI ASSOCIATION OF THE NATIONAL  
INSTITUTE OF POLICY AND FOR STRATEGIC STUDIES (AANI)**

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We the Alumni of the National Institute of Policy and Strategic Studies, Kuru, Jos, Nigeria,

*Conscious* of our responsibilities to Almighty God and to our Nation, and to our heritage and destiny;

*Recognising* the need and reality of our interdependence;

*Concerned* with our commitment to service to humanity and to the healthy economic, social justice and equity in Nigeria

DO HEREBY GIVE UNTO OURSELVES THE FOLLOWING CONSTITUTION:

### **ARTICLE 1: GENERAL PROVISIONS**

- 1.1 The Association shall be known and cited as “The Alumni Association of the National Institute” which name may, where appropriate, be abbreviated as “AANI” (herein-after referred to as “the Association”).
- 1.2 The Association shall be a not-for-profit and non-governmental one.
- 1.3 The **Motto** of the Association shall be: “Towards a better Society”.
- 1.4 The National Secretariat of the Association shall be situated at the Federal Capital Territory of Nigeria, provided that the Association may maintain liaison offices in other places in Nigeria, as the National Executive Committee may from time to time decide.
- 1.5 The crest of the alma-mater shall be adopted as the Association logo which consists of a wheel with cogs, surmounted by the Nigerian Coat of Arms and surrounded by laurels. At the base is a scroll in the red parchment bearing the motto: “Towards a Better Society”.

The wheel is set against the background of the national colours and symbolises the States integrated for progress under the umbrella of the Federal Republic of Nigeria working together assiduously for a better society.

## **ARTICLE 2: AIM AND OBJECTIVES**

The aim and objectives of the Association shall be-

- (a) to promote the noble ideals of the National Institute as embodied in its motto: "Towards a Better Society";
- (b) to promote understanding, unity, brotherhood and cooperation among the members;
- (c) to strengthen the relationship between the Association and the National Institute with a view to maintaining cooperation and synergy;
- (d) to interact and collaborate with the Federal, State and Local Governments of Nigeria, as well as other organisations or associations, with similar objectives;
- (e) to establish the means of contributing positively and objectively to national discourse on any issues affecting the development of Nigeria and proffer appropriate recommendations and implementation strategies to Government;
- (f) to serve as think-tank to the Federal, State and Local Governments of Nigeria on all matters of national development;
- (g) to establish schemes for the promotion of the welfare, security and economic advancement of members; and
- (h) to create and maintain an endowment fund for the proper observance and discharge of any of the objectives of the Association.

## **ARTICLE 3: MEMBERSHIP**

3.1 The membership of the Association shall be open to any person who has been duly awarded the certificate of Membership of the National Institute (mni) having successfully completed the Senior Executive Course at the National Institute for Policy and Strategic Studies (NIPSS), Kuru.

3.2 Notwithstanding the provision of Article 3.1, any member who fails, neglects or refuses to pay the prescribed subscription fees prior to the award of the certificate by NIPSS or annual dues before the end of

January in each year, shall for as long as the person remains in default, have no right-

- (a) of membership including induction and presentation of certificate of membership of the Association, where the person is a new member;
- (b) of audience and entitlement to the rights and privileges of membership; and
- (c) to hold any office whatsoever, or to vote or be voted for at any election of the Association.

3.3 Members shall at all times maintain the highest standards of conduct, etiquette and discipline.

#### **ARTICLE 4: ORGANS OF THE ASSOCIATION**

The Association shall have the following organs-

- (a) The Annual General Meeting(AGM);
- (b) The National Executive Committee(NEC); and
- (c) Standing Committees.

#### **ARTICLE 5: THE ANNUAL GENERAL MEETING/EXTRAORDINARY GENERAL MEETING**

- 5.1 The General Assembly of the AGM shall be the supreme authority of the Association.
- 5.2 The AGM shall hold on the first Saturday of March of each year and the notice for such meeting shall be issued and-circulated by the Secretary General to all members by publication in at least one national daily newspaper at least twenty-eight (28) days before the date of the meeting.
- 5.3 The AGM may change or waive such notice period as the circumstance necessitating such shorter notice change or waiver may warrant.
- 5.4 The following business shall be transacted at the AGM-

- (a) consideration of the annual report of the Secretary General;
- (b) consideration of the report on the Accounts of the Association for the year;
- (c) appointment of Auditors and determination of their remuneration; and
- (d) any other business as may be notified to the Secretary General not later than two weeks before the holding of the AGM or such other important matters as may be included by the NEC.

5.5 An EGM of the Association may be summoned by the NEC by giving twenty-one (21) days notice prior to the meeting, to deal with any emergency matter of importance or specific issues affecting the interest or relating to any of the objectives of the Association.

5.6 An EGM may also be convened and conducted in the following manner-

5.6.1 On the receipt at the National Secretariat of the Association of a requisition, signed by not less than 50 members of the Association from among at least 1/3 of the Chapters of the Association, calling for an EGM, the President shall direct in writing the Secretary General to summon an Emergency Meeting of the NEC.

5.6.2 Such NEC Meeting shall hold within two (2) weeks of the date of the receipt of the requisition.

5.6.3 The requisition shall state in clear details the matters that need to be deliberated upon.

5.6.4 The President shall direct the Secretary General and where he fails to do so, the Secretary General shall convene an EGM of the Association to hold within four (4) weeks of the requisition at such a place and time as may be decided by the NEC to deliberate upon the matters stated in the requisition together with any other matters as may be decided by the NEC.

5.6.5 The NEC shall not be obliged to act on any requisition received less than eight weeks before the date of the AGM of the Association but may

instead include such matters stated in the requisition as part of the business to be deliberated upon at the AGM.

- 5.7 Decisions at any AGM/EGM shall be by a simple majority on a show of hands of members present and voting except on the election of National Committee members or any other issue as may be decided by the AGM which shall be by ballot.
- 5.8 The STANDING ORDERS contained in the Third Schedule to this Constitution shall govern the conduct of any deliberations at AGM/EGM or other Meetings of the Association.
- 5.9 The quorum at any AGM and EGM shall be 40 and 20 members of the Association respectively.
- 5.10 Attendance at the AGM/EGM shall be open to all members of the Association except for those in default of payment of their subscription fees as at the last day of February before the AGM.
- 5.11 Election of the members of the NEC shall be held biennially at the AGM for one term of two years in the first instance with the right of re-election to the same or any other office.

## **ARTICLE 6: NATIONAL EXECUTIVE COMMITTEE**

- 6.1 The NEC shall comprise the following-
  - (a) national Officers;
  - (b) the immediate past President;
  - (c) a past President chosen by a resolution of the NEC; and
  - (d) all Chapter Chairpersons.
- 6.2 The NEC shall meet at least once in a quarter at such times and places as may be decided by the NEC.
- 6.3 The quorum for the meetings of the NEC shall be five (5) members.



- 6.4 On a requisition by at least three (3) members of the NEC, which said requisition shall clearly state the matters sought to be considered, a meeting of the NEC shall be called by the President or the Secretary General, within two weeks of the receipt of the requisition.
- 6.5 In its collective role and as may be directed by the AGM, the NEC shall have the following powers and functions -
- (a) to exercise control and management over the finances of the Association including appointing suitable banks for the purpose;
  - (b) to exercise the views of the Association on any matters of public interest or upon any matters of general interest to the Association consistent with the motto and objectives of the National Institute;
  - (c) to make all necessary arrangements for the AGM/EGM;
  - (d) to appoint a Director of Administration and other staff as the NEC deems appropriate.
  - (e) to cause the accounts of the Association to be audited annually by a competent professional firm of auditors that shall be appointed by the AGM/EGM of the Association;
  - (f) the NEC may appoint one of their members or a suitable member of the Association to fill and/or perform the duties pertaining to a vacant office which said vacancy may occur due to some infirmity or any other cause; and
  - (g) generally to exercise all the powers vested in the Association (except those powers reserved for an AGM/EGM of the Association) so as to promote and carry out the aim and objectives of the Association as contained in this Constitution and in particular when the need arises, to apply for and receive donations on behalf of the Association.
- 6.6 Consensus shall be the aim of the NEC in its deliberation of matters but if it becomes necessary to put any question to vote, then it shall be decided by a simple majority based on a show of hands, Provided however, that the NEC may resolve to decide any specific issue by secret ballot.

- 6.7 Any member who is absent from three consecutive meetings of the NEC shall cease to be a member of the NEC unless the person shows reasonable cause for such absence to the satisfaction of the NEC.
- 6.8 At the meetings of the NEC, where the President and the Vice-President are absent, the Secretary General shall preside and in his/her absence, the members present, shall nominate one of their members to preside.

## **ARTICLE 7: NATIONAL OFFICERS**

- 7.1 The members of the NEC of the Association shall be elected at the AGM in accordance with Clause 3 of the Third Schedule and the rules for the election, as may be established by the AGM.
- 7.2 The Officers that constitute the membership of the NEC shall be -
- (a) the President;
  - (b) the Vice President;
  - (c) the Secretary General;
  - (d) the Assistant Secretary General;
  - (e) the Financial Secretary;
  - (f) the Treasurer;
  - (g) the Publicity Secretary;
  - (h) the Welfare/Social Secretary;
  - (i) the Internal Auditor;
  - (j) the Legal Adviser;
  - (k) the immediate past President;
  - (l) a past President chosen by a resolution of the NEC; and
  - (m) all Chapter Chairpersons.

## QUALIFICATION AND DUTIES OF OFFICERS

7.3 A Member of the Association shall be qualified to hold office in the NEC if the person -

- (a) is a member of the Association as at the time of nomination and has been, for not less than two consecutive years;
- (b) has been an active member of the Association by attendance of AGMs and other functions of the Association or by the commitment and support that person has given to the Association;
- (c) has paid the annual subscription of the Association for the past two consecutive years, as and when due;
- (d) has not had any criminal record; and
- (e) is not involved in partisan politics.

### A. PRESIDENT

7.4 The duties of the President shall include -

- (a) generally directing the affairs of the Association in accordance with the provisions of this Constitution;
- (b) presiding at AGM/EGM and NEC meetings of the Association;
- (c) directing the summoning of meetings of the Association and the NEC in accordance with the decision of the NEC or on requisition of members in accordance with Article 5.6 of this Constitution;
- (d) directing all other officers in the performance of their duties and coordinating the activities of all the Chapters of the Association;
- (e) providing direction and leadership to all Committees established for the Association;
- (f) presenting at the AGM, a Presidential address in writing to highlight the accomplishments, problems, prospects and future direction of the Association;
- (g) acting as the principal spokesperson of the Association; and

(h) ensuring with the assistance of the Secretary General and the Treasurer, the efficient and economic use of the Association's assets and resources through prudent investments, acquisitions and disposals as may be necessary from time to time subject however to the overall approval of the NEC.

## **B. VICE-PRESIDENT**

7.5 The duties of the Vice-President shall include -

- (a) presiding in the absence of the President at all meetings in which the President is empowered to preside by the provisions of the Constitution.
- (b) being responsible for the co-ordination of the activities of the Chapter as may be assigned to him by the NEC and paying periodic visits to the assigned Chapters and making periodic reports to the NEC on such visits; and
- (c) performing all other duties as may be assigned to him/her by the President or the NEC or the AGM or which the President is unable to perform owing to ill-health, old age or absence from the country or for any other reasons.

## **C. SECRETARY GENERAL**

7.6 The Secretary General under the overall direction of the President, shall be in charge of the National Secretariat and other national offices of the Association and his duties shall include -

- (a) Summoning the NEC or the AGM/EGM or any other meetings of the Association, on the instruction of the President or in accordance with the decision of the NEC or pursuant to a requisition, made in accordance with the provisions of this Constitution;
- (b) recording and keep the minutes including attendance and summary of all decisions taken at the meetings;
- (c) dispatching circulars, letters and other correspondences of the Association including that of the NEC;

- (d) furnishing an annual return or special reports of the activities of the Association or any of its organs at the AGM;
- (e) being an ex-officio member of all Committees of the Association; and
- (f) performing all other duties as may be assigned by the President, the NEC or the AGM.

#### **D. ASSISTANT SECRETARY GENERAL**

7.7 The duties of the Assistant Secretary General shall include -

- (a) assisting the Secretary General in the performance of his/her duties and shall in the absence of the Secretary General act in his/her place;
- (b) keeping a roll of members and an up-to-date list of the membership of the Chapters of the Association; and
- (c) performing all other duties as may be assigned to him/her by the President, the Secretary General, the NEC or the AGM.

#### **E. TREASURER**

7.8 The duties of the Treasurer shall include -

- (a) receiving, collecting and paying to the Association's bank accounts, all monies collected for the Association or paid to the Association from any source whatsoever;
- (b) carrying out any decision of the AGM in matters relating to budget or finances of the Association;
- (c) in association with the Financial Secretary, preparing or causing to be prepared and submitted to the first meeting of the NEC, an annual budget containing the estimated revenue and expenditure of the Association for the period 8<sup>th</sup> March to 28<sup>th</sup> February of the following year;
- (d) investing the monies of the Association in such securities or bonds as may be approved by the NEC;

- (e) circulating to every member of the NEC the audited accounts and balance sheet for the preceding year;
- (f) submitting annual report to the AGM to which shall be attached the audited accounts and balance sheet for the preceding year; and
- (g) performing all other duties as may be assigned by the President or the NEC or the AGM.

## **F. FINANCIAL SECRETARY**

7.9 The duties of the Financial Secretary shall include -

- (a) ensuring that all members pay their annual subscriptions and levies as and when due;
- (b) compiling and circulating a list of members who have paid or are in default of their subscriptions in each year and take steps to circulate such list to the NEC and AGM ;
- (c) collecting and paying all monies of the Association to the Treasurer promptly and keeping records of such receipts and payments; and
- (d) performing all other duties as may be assigned by the President or the NEC or the AGM;

## **G. PUBLICITY SECRETARY**

7.10 The duties of the Publicity Secretary shall include -

- (a) ensuring adequate and prompt publicity of the activities of the Association;
- (b) presenting a good and progressive image of the Association to the public;
- (c) issuing releases and statements on matters of general interest to the Association and the public after consultation with the President or the NEC; and
- (d) performing all other duties as may be assigned by the President or the NEC or the AGM.

## **H. WELFARE/SOCIAL SECRETARY**

7.11 The duties of the Welfare/Social Secretary shall include -

- (a) monitoring the welfare and interests of members of the Association;
- (b) organising all the social aspects of the Association's meetings and outings;
- (c) bringing to the notice of the President and the NEC, any matter concerning the welfare of any member of the Association with a view to preserving their interests and well being to the extent of the ability of the Association;
- (d) responsibility for managing the programme of assistance for incapacitated or aged members of the Association;
- (e) responsibility for supervising the endowment programmes of the Association; and
- (f) performing all other duties as may be assigned by the President, the NEC or the AGM.

## **I. INTERNAL AUDITOR**

7.12 The duties of the Internal Auditor shall include -

- a) auditing the day-to-day financial transactions of the Association; and
- b) performing such other functions as may, from time to time, be assigned to him by the President, the NEC or the AGM.

## **J. LEGAL ADVISER**

7.13 The duties of the Legal Adviser shall include -

- (a) giving advise to the Association, Committees and other organs of the Association, and representing or protecting the interests of the Association in all legal matters;
- (b) representing the Association in legal and quasi-legal bodies or functions requiring the Association's participation, as may be directed by the President or the NEC; and
- (c) performing all other duties as may be assigned by the President, the NEC or the AGM.

## **ARTICLE 8: STANDING COMMITTEES/AD-HOC COMMITTEES**

### **A. STANDING COMMITTEES**

8.1 There shall be established for the Association, Standing Committees for Finance and Public Relations.

#### **FINANCE COMMITTEE**

8.2 **The Finance Committee** shall -

- (a) consist of the National Treasurer who shall be the Chairman, the National Financial Secretary and two (2) other members of the Association learned in finance and accounting matters, to be appointed by the NEC.
- (b) take charge of the Association's finances; and
- (c) prepare and present an annual budget of the Association to the NEC.

#### **PUBLIC RELATIONS COMMITTEE**

8.3 **The Public Relations Committee** shall -

- (a) consist of the Publicity Secretary as the Chairman and three (3) other members; and
- (b) be responsible for publicising the activities and programmes of the Association, pursuant to this Constitution or as may be directed by the President or the NEC

### **B. STANDING/AD-HOC COMMITTEES**

8.4 The NEC may constitute such other Standing and/or Ad-Hoc Committees to deal with issues and matters as the circumstances may dictate.

8.5 The Committees so constituted, shall have powers and exercise such functions as the NEC may determine.

8.6 Membership of each Committee shall be determined by the NEC from time-to-time.



## **ARTICLE 9: PROVISION FOR, AND STATUS OF THE BYE-LAWS OF THE ASSOCIATION**

9.1 There shall Bye-Laws for the Association to be included in the Schedule hereto.

9.2 The provisions of the Bye-Laws in the Schedule to this Constitution shall form part of and shall have the same effect as any of the other provisions contained in this Constitution.

## **ARTICLE 10: ESTABLISHMENT OF STATE, FCT AND DIASPORA CHAPTERS**

10.1 There are hereby established, States, FCT and Diaspora Chapters of the Association.

10.2 Any Diaspora Chapter of the Association shall be located abroad, provided that the membership of such Chapter shall not be less than seven (7).

10.3 A member shall be entitled to the membership of the Chapter in the State in which he/she resides, provided that no member shall belong to more than one Chapter at a time.

10.4 Every Chapter shall -

(a) hold a Chapter meeting at least once every three months and a biennial Chapter General Meeting at which the Chapter officers shall be elected and a return of such election, shall be made to the Secretary General;

(b) forward a programme and record of its activities to the Secretary General every quarter;

(c) carry out the directives of the AGM or the NEC;

(d) have the power to impose levies or subscription to defray the expenses for running its affairs, and any member in default shall be subject to sanctions as may be determined by the AGM or the NEC or the Officers of the Chapter; and

(e) keep an up-to-date list of its members and forward such list to the Secretary General before the end of February of each year.

10.5 A Chapter may have its own Bye-Laws which shall come into force after its approval by the NEC, Provided that the parts of the Bye-Laws which are inconsistent with any provision of this Constitution shall to the extent of such inconsistency, be void.

10.6 Every Chapter shall have a Chairman and Secretary and such other officers as may be necessary.

10.7 No Chapter or member of a Chapter shall hold itself/himself or herself out as representing the Association in any respect or take any action in the name of the Association without the prior consent and approval of the NEC.

## **ARTICLE 11: DISCIPLINE**

11.1 The Association shall have the power to investigate reports of misconduct, misdemeanour and infractions against any member of the Association and may impose appropriate sanctions as the NEC may recommend to the AGM.

11.2 The President shall cause a written query to be issued to an erring NEC member which shall be answered by the member within 72 hours.

11.3 The NEC may constitute an ad-hoc disciplinary Committee to review the matter, giving the erring Officer adequate opportunity for “fair hearing”, and then make appropriate recommendations.

11.4 The decision of the NEC shall be referred to the AGM/EGM for resolution, when there is an appeal.

11.3 Any member found to be guilty of any misconduct, misdemeanour or infraction shall only be removed on a motion proposed and carried by a simple majority of members present at the AGM/EGM.

## **ARTICLE 12: FUNDS OF THE ASSOCIATION**

12.1 The funds of the Association may be derived from the following sources -

- (a) annual subscription fees payable by members;
- (b) levies as may be approved by the AGM on the recommendation of the NEC;
- (c) grants;
- (d) donations;
- (e) endowment funds as may be approved by the AGM; and
- (f) investments of the Association

12.2 Any Chapter of the Association may impose and charge dues and levies payable by its members for the purpose of administering the Chapter.

## **ARTICLE 13: FINANCE:**

13.1 All monies belonging to the Association shall be kept in its name with such reputable bankers as the NEC shall appoint.

13.2 There shall be three principal signatories to the Association's accounts who shall be the President, the Secretary General and the Treasurer and any two of them, may sign cheques and thereafter, inform the third party formally.

13.3 No expenditure shall be incurred for any purpose unless such expenditure has been approved generally by the NEC in the annual budget or any supplementary budget of the Association, Provided that in any case of serious urgency, the Treasurer in consultation with the President and the Secretary General may authorise such expenditure in their discretion and afterwards seek ratifying approval from the NEC, provided further always that the exercise of such discretion shall be limited to the recurrent expenditure of the month immediately preceding such expenditure.

13.4 The Secretary General may hold as imprest, such amount as may be approved by the NEC from time to time.

13.5 The NEC may, armed with an authorization by the AGM/EGM, invest the funds of the Association in government securities or such other safe securities as are available in the capital and stock market.

13.6 All income and expenditures of the Association shall be accounted for and audit report thereon shall be laid before the AGM for approval.

#### **ARTICLE 14: AUDIT**

14.1 The accounts of the Association shall be audited annually by registered Auditors.

14.2 The Auditors shall -  
(a) be appointed by the AGM;  
(b) audit the accounts of the Association; and  
(c) present a report at the AGM.

#### **ARTICLE 15: BOARD OF TRUSTEES**

15.1 There shall be for the Association, a Board of Trustees (hereinafter referred to as "the Board")

15.2 The Board shall be known and addressed as **THE REGISTERED TRUSTEES OF THE ALUMNI ASSOCIATION OF THE NATIONAL INSTITUTE FOR POLICY AND STRATEGIC STUDIES**

15.3 The Board shall -

- (a) consist of not less than eight (8) members to be appointed by the NEC and ratified by the AGM; and
- (b) have a Chairman who shall be appointed by the Board.

15.4 The Trustees shall hold office for life provided that a Trustee shall cease to hold office if he -

- (a) resigns his office;
- (b) becomes insane;
- (c) is officially declared bankrupt;
- (d) is convicted of an offence involving dishonesty or any gross misconduct by a court of competent jurisdiction;
- (e) is recommended for removal by the Board and approved by a simple majority at the AGM;
- (f) absents himself from 3 (three) consecutive meetings of the Board without apology.

15.5 Upon a vacancy occurring in the chairmanship of the Board, the remaining trustees shall nominate and present an eligible member or members to the AGM for approval.

15.5.1 Where one eligible member only is nominated, the General Assembly shall appoint him into the Board, or reject him and call for another or other nomination(s).

15.5.2 Where more than one eligible member is nominated, the General Assembly shall select and appoint one out of the members so nominated.

15.6 The Board shall -

- (a) apply to the Registrar-General, Corporate Affairs Commission for Certificate of Incorporation under Part C of the Company & Allied Matters Act;
- (b) in case of any threat of dissolution, take all necessary and prompt steps to ensure peaceful resolution;
- (c) accept and hold in trust all lands belonging to the Association, to acquire land on behalf of the said Association subject to such conditions as may be prescribe or imposed by the law or by the Commission;

- (d) raise funds to develop the Association or its properties in the best interests of the Association, and as may be directed by a resolution of the Annual General Meeting;
- (e) in association with the Committee, formulate policies for the attainment of the aims and objective of the Association and observe the implementation of such policies;
- (f) subject to the provisions of the Act and of any rules made pursuant thereof, delegate to the Committee all or any of their functions,

Provided that where any document is to be executed by the Trustees, such document shall be signed by the President and Secretary General of the Association only.

## **ARTICLE 16: THE COMMON SEAL OF THE ASSOCIATION**

16.1 The Association shall have a Common Seal, which shall be -

- a) kept by, and in custody of, the Secretary General who shall produce it whenever required; and
- b) affixed by the Chairman of the Board, to all such documents where it is needed;

16.2 All transactions and documents to which the Common Seal is affixed shall be open for inspection by the members.

## **ARTICLE 17: AMENDMENT OF THE CONSTITUTION**

This Constitution may be amended only by the AGM of the Association by a two-third majority of members present and entitled to vote,

Provided that at least sixty days notice of the amendment proposal shall have been given to the Secretary General, who shall have circulated same to members at least thirty days before the proposed amendment is laid before the

Association for discussion at the AGM. For the avoidance of doubt, two-third majority of members present shall be approximated to the nearest whole number.

### ADOPTION OF THIS CONSTITUTION

Adopted at the Annual General Meeting held at Abuja, FCT on 5<sup>th</sup> March, 2011.

**PRESIDENT**

**SECRETARY GENERAL**

# SCHEDULES TO THE CONSTITUTION

## FIRST SCHEDULE

### SPECIAL CLAUSE

1. THE INCOME AND PROPERTIES OF THE **ALUMNI ASSOCIATION OF THE NATIONAL INSTITUTE FOR POLICY AND STRATEGIC STUDIES** whensoever derived shall be applied solely towards the promotion of the objectives of the ASSOCIATION as set forth in this CONSTITUTION and no portion there 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 ASSOCIATION.
2. PROVIDED that nothing herein shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the ASSOCIATION in return for any service actually rendered to the ASSOCIATION but so that no member of the NEC of the ASSOCIATION shall be appointed to any office of the ASSOCIATION, or any office of the ASSOCIATION's Chapters paid by fees, and that no remuneration or other benefit in money shall be given by the ASSOCIATION to any member of such Committee except repayment of out of pocket expenses or reasonable and proper rent for premises demised or let to the Association.
3. Provided that the provisions last aforesaid shall not apply to any payment of any Company, to a member of the ASSOCIATION, which may be a Company in which such member shall not hold more than 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 any such payment.



4. 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
  
5. IN THE EVENT of dissolution of the ASSOCIATION, if there remains, after the satisfaction of all its debt and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the ASSOCIATION, but shall be given or transferred to some other institution or institutions, having objectives similar to the objectives of the ASSOCIATION, 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 ASSOCIATION under or by write of the SPECIAL CLAUSE hereof, such institutions to be determined by the members of the ASSOCIATION, if effect cannot be given to the aforesaid provisions, then to some charitable object.

Dated this .....day of .....20 .....

.....  
**PRESIDENT**

.....  
**SECRETARY GENERAL**

## **SECOND SCHEDULE**

### **BYE-LAWS**

#### **1. JOURNALS**

- 1.1 The Association shall have power to publish journals in pursuance of the provisions of this Constitution.

#### **2. NATIONAL EXECUTIVE COMMITTEE**

- 1.2 Members of the NEC or Standing or Ad-hoc Committees representing their Chapters shall keep their Chapters informed of all the activities of the NEC and other Committees.
- 1.3 Any member of such Committees who is unwilling to carry out the directives or decisions of the AGM or the NEC shall be suspended from such Committee by a simple majority of the members of the NEC.

#### **3. MEETINGS**

- 3.1 Notices of motions or Resolutions other than those proposed for amendment of the Constitution shall reach the Secretary General on or before December preceding the AGM;
- 3.2 Notices or circulars of the AGM together with the agenda, resolution and a list of candidates shall be dispatched to members or same published in at least one national daily circulating throughout the Federal Republic of Nigeria at least thirty days before the date of the meeting.

#### **4. AMENDMENT**

These Bye-Laws shall be amended by or at any AGM/EGM subject to a notice of proposed amendment being received by the Secretary General and Chapters or same published in at least one National daily circulating throughout the Federal Republic of Nigeria, at least sixty (60) days and

thirty (30) days respectively before the meeting, by a simple majority of members present and entitled to vote.

### **THIRD SCHEDULE**

#### **1. STANDING ORDERS**

- 1.1 For the purpose of effective and efficient conduct of proceedings at an AGM, conference or meetings and matters connected therewith, these Standing Orders shall be read together with the Constitution of the Association.
- 1.2 These Standing Orders are made by the AGM of the Association in exercise of the powers under Article 5 of the Constitution of the Association and other enabling powers in that behalf.

#### **2. PROCEDURE FOR MEETINGS**

- 2.1 An AGM /EGM shall transact such business as is on its agenda or any business decided by a previous AGM or the NEC.
- 2.2 An agenda of the business of a meeting shall be supplied in advance to members either by internet or by publication in the national dailies.
- 2.3 The President shall preside at the meeting and in his absence the Vice-President shall preside, failing which the members present shall elect a Chairmen from among themselves.
- 2.4 Any member who wishes to speak shall raise his hand to attract the Chairman's attention.
- 2.5 No member shall commence to speak on any topic or issue until recognised to do so by the Chairman.
- 2.6 No two members shall stand up to speak simultaneously during discussion at a meeting as such shall be ruled as out of order.
- 2.7 The order of speaking shall be determined by the Chairman in his/her absolute discretion without fear or favour, affection or ill-will but shall give a reasonable opportunity for divergent views to be heard.

- 2.8 The Chairman in his/her discretion may stop a debate even when there are members anxious to speak on the subject if he/she considers that there has been sufficient discussion or debate on the matter under consideration.
- 2.9 A member who has any relevant and pertinent information to give during the course of a speech or debate by another, may raise a “point of order” or come by way of “information/observation”, which he/she may proceed to give if permitted to do so by the Chairman.
- 2.10 A member who claims that he/she has been misquoted or misrepresented may raise the plea of “point of correction” and if allowed by the Chairman shall make the correction in the quotation or representation.
- 2.11 In the event of proposition to proceed to the next business or to make progress being moved and same seconded it shall after the proposer and seconder of the proposition being heard be put to vote. If the proposition is carried the matter under debate shall immediately be put to vote and once carried the subject voted upon shall not again be introduced or discussed during the meeting.
- 2.12 No motion or amendment shall be discussed unless it is seconded save the proposals of the NEC or the report of a Committee of the Association which shall be taken as having been moved and seconded. No second amendment or rider shall be voted upon until the first amendment is disposed of.
- 2.13 On any issue every member present shall have one vote at a time but the Chairman shall have a second or casting vote in the event of equality of votes, Provided that if at any election there is equality of votes the Presiding Electoral Officer shall have a casting vote.
- 2.14 The Chairman shall have power to ask anyone found engaging in distractive or destructive acts or conducts to leave the meeting.
- 2.15 The AGM shall have the power to appoint Committees or Commissions for the furtherance of its business. Such Committees or Commissions may sit during the hours of the Meeting should it be necessary for them to do so.

- 2.16 The Chairman shall give directions or adopt measures reasonably necessary in the interest of the Association or reasonably conducive to the conduct of proceedings of any Meeting. The procedure at a meeting of any Committee shall be determined by that Committee.
- 2.17 The ruling of the President or Chairman on matters provided for in these STANDING ORDERS shall be obeyed.

### **3. ELECTIONS**

- 3.1 Offices shall be vacant by effluxion of time, death, resignation, removal or for any other reasonable cause.
- 3.2 Any vacancy occurring in any office after a biennial AGM where election has been held may be filled by the NEC.
- 3.3 A candidate for any elective national office shall be nominated or proposed in writing through a prescribed form by a member and seconded by another, both of whom shall be qualified like the candidate in accordance with the provisions of the Constitution for the equivalent office and in good standing with their subscriptions and all other levies and dues.
- 3.4 The nomination papers shall be dispatched so as to reach the Secretary General on or before 30th December preceding the election month and where there is no nomination for any office, the AGM or the NEC may fill the vacancy;
- 3.5 On the 1<sup>st</sup> of February preceding the election month the secretary General shall compile a list of all nominations received and shall exhibit a copy at the Secretariat notice Board and forward a copy to all candidates who have been nominated as well as every member of the NEC and Executive Committee of all Chapters;
- 3.6 A full list of properly nominated candidates shall be exhibited or posted at a conspicuous place or notice board in or around the Meeting hall on or before the day of the Meeting and same supplied to the electoral officers.
- 3.7 Electoral Officers, a minimum of three (3) and maximum of five (5) one of whom shall preside, shall be appointed by the Meeting.

- 3.8 The Electoral Officers shall control, conduct and manage the elections for which they were appointed. During the elections the presiding Electoral Officer shall have the powers of the Chairman under these Standing Orders.
- 3.9 Voting in elections at AGM shall be by secret ballot provided that the Meeting shall have the right to order otherwise.
- 3.10 The validity of proceedings of an AGM or any other meeting shall not be affected by vacancy in any office or any defect in the appointment or election of Officers or irregularity in the proceedings.
- 3.11 For the avoidance of doubt, the provisions of the Constitution shall take precedence and prevail over those of the BYE-LAWS and STANDING ORDERS where a conflict occurs.

#### **4. AMENDMENTS**

- 4.1 Proposals for amendment of the STANDING ORDERS shall if initiated by the NEC or a member or a Chapter, be sent to the Secretary General to reach him/her not less than sixty (60) days before the AGM and the General Secretary in turn shall send copies of such proposals to all Chapters not less than thirty (30) days before the AGM.
- 4.2 The AGM may by a majority of votes of Members present and voting, rescind, amend or suspend the provisions of these STANDING ORDERS.