

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS ACT, 1990 PART "C"

CONSTITUTION

OF

OSIKHUE EMPOWERMENT AND DEVELOPMENT INITIATIVE (OSEDI)

(A NON-GOVERNMENTAL ORGANIZATION)

INCORPORATED THIS

DAY OF

2015

CONSTITUTION
OF
**OSIKHUE EMPOWERMENT AND DEVELOPMENT
INITIATIVE (OSED)**

PREAMBLE

OSIKHUE EMPOWERMENT AND DEVELOPMENT INITIATIVE (OSED), is an independent, non-political, non-religious, non-profit and non-governmental organization resolved to advancing and supporting sustainable development as foundation of national building. **OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSED)** deals with issues concerning people – women, youths and Children with **Special Needs - (Down’s Syndrome, Autisms etc) -Infected and their Affected parent (s)** in the communities.

INSPIRATION FOR THE ESTABLISHMENT OF OSED

The passion underpinning the establishment of OSED was borne out of a strong resolution to contribute in the physical and human development of women, youth, children with special needs and parents or ward in our communities for a better Nigeria for sustainable development.

The concept of OSED yearnings is derived from the critical needs to find an alternative platform to fill the identified gaps between knowledge and application as it relates to these affected group of persons in our communities in order to enable them take charge of their lives.

The organization designed programs are basically rooted at Collaborative Advocacy from within and outside, Capacity Building, Poverty Eradication, Gender Equality, Education, Empowering Community Support Groups and Legislation.

ARTICLE 1: NAME

The name of the organization is: **OSIKHUE EMPOWERMENT AND DEVELOPMENT INITIATIVE (OSED)**

ADDRESS

The address of the organization shall be situated in Nigeria.

ARTICLE 2: SEAL

The seal shall bear the following wordings **OSIKHUE EMPOWERMENT AND DEVELOPMENT INITIATIVE (OSED)**

MISSION:

Our mission is to empower/provide health enlightenment to women, youth and people in the communities, with intervention geared towards the improvement in the quality of life and sustainable development of Nigeria society.

GOALS:

Our aspirational “Goal” is to improve the life, health condition and elimination and prevention of all forms of stigma, discrimination or violence against people at the rural communities especially **Children with Special Needs (Infected) and Affected parents or guardians** and its link to sustainable development.

ARTICLE 2: AIMS AND OBJECTIVES

- 1 To promote and improve the health and development of people including **Special Needs children, (Down’s Syndrome, Autisms etc) youths and women.**
2. To cater for members needs, and the general welfare of the people especially the less privileged in our communities.
3. To empower people **youths, women and also children with Special Needs, (Down’s Syndrome, Autisms etc) parents and Care Givers.**
4. To provide health education and information to people, children, youth and **Special Needs Children including Affected parents or wads** to reduce the risks associated with communicable and non communicable diseases through behavior change communication strategy.
5. To organized seminars, motivational talks, leadership seminars to health care providers, **infected children with Special Needs and Affected (Parents or Guardians)** in our community settings.
6. To build the minds of people including parents of Special Needs’ Children and sensitize them for a better living in the society.
7. To carry out campaign/support for the provision of micro credit, sustainable agro based schemes, run skills acquisition centers and also

facilitate the establishment of new skills for the general public including Children with special needs and their parents or care givers.

8. To promote gender equality and economic empowerment for women, youths, special needs children and their affected parents for environmental sustainability.
9. To eradicate poverty through rural communities development, capacity building and solicits with other charities, voluntary/ statutory bodies for the achievements of the organizational objectives and goals.
- 10 To advocate and promote all forms of rights of people – women, youths and children with special needs, free from **all harmful traditional** practices and customs.

ARTICLE 3: MEMBERSHIP

Membership of the organization shall be open to any convinced young person upon payment of a registration fee as shall be determined by the Executive management committee from time to time and any other person resident in Nigeria or outside who is of high integrity, learned and God fearing.

ARTICLE 4: RULES AND REGULATIONS

THE TRUSTEES:

- A. The trustees of **OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI)** for the purpose of the Companies and Allied Matters Act No. 1 of 1990 Part 'C' shall be appointed at a General Meeting with 2/3 majority vote of members present.
- B. Such Trustee (hereinafter referred to as "The Trustees" shall be **three(3)** in number and shall be known as **THE REGISTERED TRUSTEES OF OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI)**

TENURE OF OFFICE:

- C. The Trustees may hold office for life but a trustee irrespective of tenure shall cease to hold office if he/she:

- i. Resigns his/her office
- ii. Ceases to be a member of the registered trustees of the organization
- iii. Becomes insane
- iv. Is officially declared Bankrupt
- v. Convicted of a criminal offence involving dishonesty by a court of competent jurisdiction.
- vi. Is recommended for removal from office by 2/3 (two-third) majority vote of members present at any Ruling Body meeting of the Organization.

D. **VACANCY:**

Upon a vacancy occurring in the number of trustees, a General Meeting will be held to elect another eligible member of the **OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI)** with 2/3 majority vote of members present.

E. **COMMON SEAL CUSTODIAN**

The trustees shall have a common seal and such common seal will be kept in the custody of the **SECRETARY** who shall produce it when required for use by the Trustees.

All documents to be executed by the Trustees shall be signed by the Chairman and Secretary sealed with the common seal.

F. **AUDITORS APPOINTMENT:**

The Trustees shall at a general meeting appoint either internal or external auditor(s) to audit the books of account of the Organization at least once a year. The report when completed will be presented at the general meeting for consideration and approval.

ARTICLE 5: POWERS AND DUTIES OF TRUSTEES

The Trustees shall do all as may be necessary in order to vest in them on trust all freehold and leased land or may thereafter belong to it or that may be endowed to it. The trustees may receive any donation, grants or endowment for

any purpose therewith due to the working of the objects of the organization. The Trustees shall let or otherwise manage any property of the organization not occupied for the purposes thereof according to the general law applicable to the management of property by the Trustees of religious or charitable institutions.

The Trustees may appoint a secretary and such officers and such employer as may from time to time be found necessary for carrying out the function for which the organization is established.

The Trustee shall maintain such bank account or accounts as may be appropriate which shall be paid forthwith to the organization. Such persons shall sign cheques, as the Trustees shall from time to time determine.

The Trustees may receive on behalf of the organization gifts whether in the form of payment endowment or otherwise for its general purpose and may also receive any gift whether by way of permanent endowment or otherwise for any special purpose connected with it.

There shall be a quorum when three (3) Trustees are present at a meeting and every matter shall be determined by the majority of the Trustees present and voting on the question. In case of tally of votes the President of the meeting shall have a second vote.

The Trustees may appoint and pay such legal and financial advisers as may from time to time be necessary for carrying out the work of the organization.

ARTICLE 6: DISBURSEMENT AND APPLICATION OF FUND

The Funds of the Organization including all donations, contributions and bequest, shall be paid into an account operated by the EXCO in the name of

1. **OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI)**
at such a bank as EXCO shall from time decide.
2. All cheques drawn on the account must be signed by the Chairman and the Treasurer.
3. In the absence of the treasurer any EXCO member shall be entitled and authorized to sign cheques issued on behalf of the Organization.
4. Treasurer shall be responsible for the internal audit. Proper receipts and accounting system must be employed. The Organization shall designate resources to assist the Treasurer preferably at least one other member of the EXCO shall be involved.

5. The EXCO shall take responsibility for any misappropriation of funds and any body found to be involved in such act, the EXCO shall take necessary actions to take legal proceedings against such person.
6. All monies/funds raised will be made in the name of the Organization such fund raising exercise or collection will only be made on the express authority of the Organization.
7. The income, property and all assets of the Organization shall be applied by at the direction of the EXCO solely towards the promotion of the aims and objects of the Organization and to manage, improve and maintain all or any part of the land, other property of the Organization or carry out new works as approved by the EXCO.

ARTICLE 7: ANNUAL GENERAL MEETING

1. The Organization shall in each year hold a general meeting as its Annual General meeting at such a time and place as may be determined by the Trustees.
2. An extraordinary meeting may be convened by the Trustees at any time or shall be called by the Trustees upon a requisition of the members stating the objects of the meeting.
3. Fourteen (14) days notice in writing of meeting shall be sent to the members by any person or body absent from meeting by any person or body does not render void the decision taken at that meeting or meetings.
4. Every matter shall be decided in the first place on a show of hands but the President may order a poll and must do so if it is required by majority of members.
5. There shall be quorum when 15 members including at least 2 Trustees are present, and decisions shall be by a simple majority.

PROCEDURE OF ALL MEETINGS

1. All questions arising at any meeting shall be decided by a simple majority of those present and voting. In case of an equality of vote, the Chairman shall cast a second vote.
2. The trustees shall keep minute's book; the ruling body, and any committee established for any purpose and the appropriate secretary should enter therein a record of all proceedings and resolutions.

GENERAL PROVISIONS

1. The appropriation of the benefits of the Organization shall be made by the trustees at a meeting of the body and not separately by any individual trustee or trustees.
2. No Trustee shall take or hold any interest in property belonging to the Organization other than as a trustee shall receive remuneration other than sitting allowance and cost of pocket expenses property incurred in the performance of his duties as trustees of the Organization.

ARTICLE 8: OFFICERS OF THE ORGANIZATION

The officers shall be composed of the following:

1. Chairman
2. Secretary
3. Accountant
4. Provost
5. Public Relation Officer.
6. Legal Adviser

ARTICLE 9: SOURCES OF INCOME

The organization shall derive its fund from the following sources:

1. Registration fees.
2. Special levies which shall be made as the need arises.
3. Voluntary contributions
4. Donation from members and grants.
5. Fund raising.
6. Donation from interested parties/supporters.

ARTICLE 10: KEEPING OF ACCOUNT

1. The Organization shall maintain both savings and current accounts.
2. The signatories to the Organization's account shall be the Executive Director and Accountant of the organization.

3. The either of the two (2) signatories can however sign for withdrawal of cash.
4. The Organization shall ensure the accurate keeping of record of all income and expenditure.

ARTICLE 11: AMENDMENTS OF CONSTITUTION

This constitution may be amended during the General Meeting of which two third (2/3) majority vote of members must be present and such amendment shall only be effective on the written permission of the Registrar General, Corporate Affairs Commission, Abuja.

ARTICLE 12: ADOPTION OF SPECIAL CLAUSE

The income and property of OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) whensoever derive shall be applied solely towards the promotion of the objects of the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) as set forth in this RULES AND REGULATIONS/ 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 members of the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) provided that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) in return for any service actually rendered to the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) but so that no member of the Ruling Body or Governing Body shall be appointed to any salaried office of the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) or any office of the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) paid by fees; and that no remuneration or other benefit in money or money shall be given by OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) to any member of such Council or Governing Body except repayment of out-of-pocket expenses or reasonable or proper rent for premises demised, or let to the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) provided that provision last aforesaid shall not apply to any payment of any company to any member of the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) 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.

No addition, alteration or amendment shall be made to or in the RULES AND REGULATIONS/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 OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) there remains, after the satisfaction of all it's debts and liabilities, any property whatsoever, the same shall not be aid to or distributed among the members of the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) but shall be given or transferred to some other institution or institutions, having objects similar to the objects of OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) and the body or bodies are prohibited from distributing it's or their income and property amongst it's or their members to an extent at least as great as is imposed on the OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the member of OSIKHUE EMPOWERMENT AND DEVELOPMENT AFRICA INITIATIVE (OSEDAI) effect cannot be given to the aforesaid provision then to some charitable objects.

Chairman

Secretary

Date:.....

Date:.....