

CAC IT NO 145307

**THE FEDERAL REPUBLIC OF NIGERIA
THE COMPANIES AND ALLIED MATTERS ACT, 2020
INCORPORATED TRUSTEES**

CONSTITUTION

OF

NETWORK OF PRACTICING NON-OIL EXPORTERS OF NIGERIA

AMENDED BY SPECIAL RESOLUTION OF MEMBERS DATED 4 SEPTEMBER 2020.

INCORPORATED ON THE 5TH DAY OF MARCH 2020

THE CONSTITUTION
OF
NETWORK OF PRACTICING NON-OIL EXPORTERS OF NIGERIA

PREAMBLE

We, the members of NETWORK OF PRACTICING NON-OIL EXPORTERS OF NIGERIA, a not-for-profit and non-political organization, do firmly and solemnly resolve to provide for ourselves a constitution and to be governed by the provisions therein contained.

ARTICLE 1: NAME

The name of the Association is incorporated trustees of NETWORK OF PRACTICING NON-OIL EXPORTERS OF NIGERIA

ARTICLE 2: ADDRESS

The address of the Association shall be in the Federal Capital Territory, Abuja

ARTICLE 3: AIMS AND OBJECTIVES

The aims and objectives of the Association are:

- i. To serve as a forum for participants and other stakeholders in Nigeria's non-oil exports value chain.
- ii. To research and provide evidence-based inputs into the formulation of policies and programmes for the development of Nigeria's non-oil exports sector and advocate for the interests of members in the formulation of government policies on export trade and implementation.
- iii. To provide structured advocacy towards the establishment of a coordinated and virile non-oil exports sector.
- iv. To promote non-oil exports by collaborating with and complimenting Government's efforts.
- v. To conceptualize and execute conferences, exhibitions and rewards to foster Nigeria's performance in non-oil exports trade.
- vi. To provide members with up-to-date market information on export processes and procedures.
- vii. To do all such other things that are necessary or incidental to the attainment of the above objects as the Association may deem fit.

ARTICLE 4: DEFINITIONS

"Affiliate Partner" means a strategic partner of the Association as determined pursuant to Article 6.1;

"Association" means the Incorporated Trustees of the Network of Practicing Non-Oil Exporters of Nigeria

“Board of Trustees” has the meaning in Article 15

“CAC” means the Corporate Affairs Commission;

“CAMA” means the Companies and Allied Matters Act 2020 and any amendment or replacement thereof;

“Constitution” means this Constitution and any amendment thereof;

“Council” means the Executive Council responsible for the governance of the Association and constituted under Article 8;

“Council Officers” means the persons elected by the Annual General Meeting to the positions of President, First Vice-President and Second-Vice President and shall include persons acting in such capacities;

“Executive Secretary” means the person appointed by the Council to head the Management Team and be responsible for the day-to-day operations of the Association pursuant to Article 13.2.

“Financial Members” means members that have paid their annual membership dues up to date

“Founding Members” means the first set of members of the Association as at the date of this Constitution

“General Assembly” means the Members duly constituted in a General Meeting

“General Meeting” means a meeting of the members as provided in Article 7

“Inaugural Council” means the council as appointed by the Founding Members of the Association on the recommendation of the Steering Committee pursuant to Article 16

“Management Team” has the meaning in Article 13;

“Membership Category” means each membership category set out in Article 5.3

“Member” means any member whose application for membership is approved by the Executive Council and whose name has been entered in the Register of Members;

“MSME” means Micro, Small and Medium Enterprises;

“Presiding Officer” has the meaning in Article 7.4

“Register of Members” means the register of members of the Association to be kept in accordance with Article 13.3

“Steering Committee” means the committee as constituted by the first Trustees pursuant to Article 15.7 g.

“Trustee” has the meaning in Article 15

ARTICLE 5: MEMBERSHIP

5.1. Eligibility

- 5.1.1. Membership is open to all private sector participants in the export value chain in Nigeria including but not limited to individuals, MSMEs and corporate entities engaged in the production of, or aspiring to produce, goods for export, logistics companies, produce aggregators, financial institutions, private certification bodies, trade support institutions, etc.
- 5.1.2. Membership of the Association shall not be restricted on racial, political, gender, religious or ethnic considerations.

5.2. Admission to Membership

- 5.2.1. A person shall be admitted to the membership of the Association where such an applicant:
 - a. satisfies the eligibility criteria in Article 5.1.1 above;
 - b. has completed the registration form and agreed to be bound by the code of ethics and policies as prescribed by the Association from time to time;
 - c. has paid the admission fee and the annual membership fee as may be prescribed from time to time, and
 - d. is approved to be admitted into the membership by the Council.
- 5.2.2. The Council may at its discretion refuse any application for membership and the decision of the Council in this regard shall be final.

5.3. Membership Categories

- 5.3.1. Members of the Association shall be classified as belonging to any of the following categories relevant to the type of business or interest represented:
 - a. **Women Groups:** This category includes registered cooperatives or organized groups of women collecting, processing, and trading in non-oil commodities and/or products;
 - b. **Registered Co-operatives:** This category includes registered cooperatives or organized groups (other than Women Groups) producing, collecting, processing, and trading in non-oil commodities and/or products;
 - c. **National Associations:** This category includes multi-stakeholder associations in Nigeria with the authority to represent specific industry stakeholder categories in their respective subcategories;
 - d. **Practicing Exporters:** This category includes professionals, partnerships and companies involved in the export of Non – Oil Commodities and Products value chain
 - e. **Non- Profits:** This category includes civil society organizations involved in the promotion and implementation Non-Oil Export from Nigeria

- f. **Commercial Banks:** This category includes commercial banks that support the industry through access to finance, and
 - g. **Affiliate Members:** This category includes those who support the industry indirectly including shipping firms, certification companies and others.
- 5.3.2. The Council may, subject to the approval of the General Assembly, create additional Membership Categories or amend the categories provided under paragraph 5.3.1 as may be best suited to the needs of the Association from time to time.
- 5.3.3. Where a partnership, association, company or corporation is a Member, any person or persons authorised by such Member shall be entitled to attend meetings on behalf of the Member, provided that the Member shall be entitled to only one vote at the meeting.

5.4. Membership Dues

- 5.4.1. Every member of the Association shall be required to pay an annual membership due not later than 31st day of March of each year or such other date as may be determined by the Council with the approval of the General Assembly from time to time.
- 5.4.2. The annual membership dues for each Membership Category shall be fixed by the Council subject to the approval of the General Assembly.
- 5.4.3. Failure to pay the annual membership dues by the due date may result in the Council suspending all rights, benefits and services to the member concerned, including the right to vote at any General Meeting or be voted to any elective position of the Association. Such suspension shall not release the member from liability of the fees and other charges due. If payments due to the Association are made, the suspension shall be lifted subject to any conditions that may be fixed by the General Assembly from time to time.
- 5.4.4. If a member fails to pay the annual membership dues within [twelve (12) months] of the due date, the Council may at its discretion, deem the membership of the defaulting member revoked and notify the member in writing accordingly.

5.5. Withdrawal of Membership

Any member shall be free to withdraw its membership from the Association at any time by delivering a written notice of withdrawal to the Executive Secretary, provided that the resigning member has paid all outstanding annual membership fees and any other charges due to the Association.

ARTICLE 6: AFFILIATE PARTNERS

- 6.1. Affiliate Partner status may be granted to key non-oil export supporting institutions including institutional partners, development partners, government organisations, public institutions or any other relevant organisation which the Council determines shall be of strategic mutual benefit to the Association.

- 6.2. Affiliate Partners shall provide strategic support and advise to the Association as may be required by the Association.
- 6.3. The Council shall from time to time determine any privileges and recognition to be granted to Affiliate Partners.

ARTICLE 7: GENERAL MEETINGS

- 7.1. The meetings of the General Assembly shall be held in the manner provided hereunder:
- 7.2. **Annual General Meeting:**
 - 7.2.1. The Annual General Meeting shall be held once every year and, in any event, no later than fifteen (15) months after the holding of the immediately preceding Annual General Meeting, at such time and place as shall be determined by the Council.
 - 7.2.2. The Annual General Meeting shall be convened by the Executive Secretary on the directive of the Council.
 - 7.2.3. The business of the Annual General Meeting shall include the following:
 - a. Receive and consider reports of the Council including the proposed annual budget of the Association;
 - b. Approval and adoption of the annual report and audited financial statements of the Association;
 - c. Appointment of Auditors; and
 - d. Consideration of any matters as may be required in accordance with this Constitution or as specified by the Council in the notice calling the Annual General Meeting.
 - 7.2.4. At least 21 days' written notice of every Annual General Meeting shall be given to all members, specifying the time, place and business of the meeting.
- 7.3. **Extra-Ordinary General Meeting:**
 - 7.3.1. Where a business of the General Assembly cannot wait until the Annual General Meeting, a General Meeting known as Extra-Ordinary General Meeting may be convened to transact such business.
 - 7.3.2. The Secretary to the Council shall convene an Extra-Ordinary General Meeting in any of following situations:
 - a. Where the Council considers it necessary to discuss any urgent matter of interest to members of the Association or where a matter requires the approval of the General Assembly; or

- b. At the written requisition of at least 25% or the nearest whole number thereto of the Financial Members of the Association entitled to attend and vote at a General Meeting

Provided that if in respect of (b) above, the Secretary to the Council fails or neglects to issue a notice of the requisitioned meeting within a period of 28 days after receiving the notice of requisition, the requisitionists may proceed to convene such meeting in accordance with the provisions of this Constitution and all reasonable costs of such meeting shall be reimbursable expenses payable from the funds of the Association.

- 7.3.3. At least 28 days' notice of such Extra-Ordinary General Meeting shall be given, specifying the nature of business to be transacted or, if urgent, such shorter period as may be agreed by all Members entitled to attend and vote at the meeting. No other business, other than so specified in the notice, shall be transacted at the meeting.

7.4. **Presiding Officer at General Meetings**

The President of the Council or, in his absence, the First Vice-President or, in the absence of both, the Second Vice-President, shall preside at all General Meetings. If the President and both Vice-Presidents are absent after 30 (thirty) minutes from the time stated in the notice of the meeting, the members shall elect a person from amongst the persons present to preside over the meeting. The Presiding Officer shall have a casting or second vote in the event of a tie.

7.5. **Quorum**

The quorum for the transaction of business at any General Meeting shall be one-third of Financial Members. No business shall be transacted at a General Meeting unless a quorum is constituted at the time the meeting proceeds to business.

7.6. **Adjournments**

If within an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place or if the place is not available at the adjourned date, to such other time and place as the Council may determine; and if at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting, the members present shall form a quorum.

7.7. **Voting and Voting Rights**

- 7.7.1. No Member shall be entitled to vote at any General Meeting unless all monies due to the Association from such Member have been paid.

- 7.7.2. On a show of hands each Member represented shall be entitled to one vote each.

- 7.7.3. A simple majority of members present and entitled to vote at a General Meeting may require the Presiding Officer to subject a matter to secret ballot. In such a case the Presiding Officer shall arrange for the secret ballot either at the meeting (if practicable) or thereafter by correspondence.

7.7.4. Decisions at General Meetings, other than amendment of the Constitution which shall be by two-thirds majority, shall be decided by a simple majority

7.8. Notices

Every notice required to be given to Members shall be deemed to be duly delivered if delivered by courier and addressed to such members at their respective postal addresses or sent successfully by e-mail to their respective e-mail addresses as recorded in the Register of Members

7.9. Virtual Meetings

Notwithstanding anything to the contrary in this Constitution, the Council may where the circumstances require, determine at any time, including, without limitation, after the calling of any General Meeting, that such meeting be held solely by means of remote communication or both at a physical location and by means of remote communication provided that all participants can hear each other using such remote communication and the proceedings of the meeting are recorded.

A Member who, through the means of remote communication, votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting.

ARTICLE 8: EXECUTIVE COUNCIL

8.1. Composition of the Council

8.1.1 The Executive Council shall comprise the following:

- a. The Council Officers of the Association;
- b. The Immediate Past President of the Council;
- c. Elected representatives of the Membership Categories
- d. The Board of Trustees represented by two members possessing an historical background of the Association and elected by a simple majority vote of the Board.
- e. A maximum of five co-opted Members at the discretion of the Council.

8.1.2. Where members of a Membership Category do not elect or are unable to agree a representative for appointment to the Council, the Council may co-opt a Member of the relevant Membership Category to serve on the Council on an interim basis pending when the election is concluded. The exercise of this power by the Council shall not be considered in determining the number of members that may be co-opted pursuant to Article 8.1.1. (e)

8.1.3. Unless or until otherwise determined by the Council, the Executive Secretary shall serve as the Secretary of the Council and shall be entitled to attend all Council meetings but with no voting rights.

8.2. Powers and Functions of the Council

The Council shall set the strategic direction of the Association and perform the functions conferred by this Constitution including the following:

- a. Be accountable to the General Assembly for the organisation of the affairs of the Association.
- b. Report the Council's activities at the Annual General Meeting.
- c. Lay before the General Meeting, the audited financial statements of the Association for approval and adoption.
- d. Determine and formulate policies in furtherance of the objectives of the Association.
- e. Appoint the Executive Secretary and the Management Team of the Association, under such terms and conditions as may be prescribed in their respective letters of appointments subject to ratification by the General Meeting.
- f. Exercise control and management over the finances of the Association including the Appointment of suitable Banks for that purpose
- g. Set up standing committees to which the powers of the Council may be delegated including but not limited to (1) Finance Committee (2) Risk and Audit Committee (3) Governance and Nominations Committee and (4) Membership and Programs Committee
- h. Set up other standing committees, ad-hoc committees, or sub-committees as may be considered necessary from time to time and delegate or assign to such committees or sub-committees such powers and responsibilities as it may consider expedient or necessary.
- i. Discipline members of the Association in accordance with the terms of this Constitution.
- j. Carry out or perform such other acts as may be necessary to advance the interests of the Association.

8.3. **Eligibility Criteria**

Persons eligible to be elected and/or appointed as members of the Council include;

- a. A Financial member or representative of Financial member not below the rank of a director or equivalent position of the Member;
- b. persons who are vibrant, vocal and knowledgeable about non-oil exports;
- c. persons who have contributed towards promoting the interest of non-oil exports in Nigeria; and
- d. Any other criteria as may be determined by the General Assembly from time to time.

ARTICLE 9: COUNCIL OFFICERS

9.1. The Council Officers of the Association shall be the following:

- a. The President
- b. The First Vice-President
- c. The Second Vice-President

9.2. **Qualifications to Hold A Council Office**

In addition to meeting the eligibility requirements for Council members set out in Article 8.3, Council Officers must possess the following qualifications:

Type equation here.

- a. Full membership of the Association and as at the date of nomination, has paid all annual membership dues.
- b. The Council Officers must be persons with proven integrity, administrative skills, and experience and with demonstrable capacity to serve without expecting or having consideration for pecuniary rewards and/or remuneration.

9.3. **Duties of Council Officers**

President

- a. Preside at all General Meetings, Council Meetings, and other Association meetings when present.
- b. Direct all Council members and other officers of the Association in the performance of their duties and coordinating the activities of the Association.
- c. Represent the Association at formal events and acting as the key spokesperson of the Association.

First-Vice President

- a. In the absence of the President assume and exercise in all respects the powers of the President in this Constitution.
- b. Perform such other functions as the President, Council or General Assembly may assign.

Second Vice President

- a. In the absence of the President and First Vice President assume and exercise in all respects the powers of the President in this Constitution.
- b. Perform such other functions as the President, Council or General Assembly may assign.

9.4. **Election of Council Officers**

- a. Every candidate for election as a Council Officer shall be a Member or representative of a Member nominated in writing by at least two (2) Financial Members.
- b. Nominations for election of Council Officers to the Council shall be lodged with the ad-hoc Electoral Committee set up by the Council.
- c. Nominations for the Council shall be on the prescribed form and shall include the full name of the candidate, the Member the nominee represents (where applicable), the industry in which the

nominee is engaged, and the designation of the nominee within the organization or business (where applicable).

- d. Persons nominated may be required by the ad-hoc Electoral Committee to submit to screening with regard to their qualification and to provide their curriculum vitae not later than the date fixed by the ad-hoc Electoral Committee.
- e. Council Officers shall be elected by show of hands unless a majority of members present at the meeting demand a ballot; or by electronic vote approved by the ad-hoc Electoral Committee.
- f. Elections shall be coordinated by the ad-hoc Electoral Committee set up by the Council.

ARTICLE 10: COUNCIL MEMBERS REPRESENTING MEMBERSHIP CATEGORIES

10.1. Election of Council Members Representing Membership Categories

Further to clause 8.1.1(c), each Membership Category shall be entitled to representation on the Council subject to the following-

- a. Only Financial Members shall be eligible to submit nominations or be elected to the Council as representative of a Membership Category. In the case of nominations from a Member that is a partnership, association, company or corporation, the representative on the Council shall be a person occupying a position not lower than the office of a director or its equivalent in that Member.
- b. Eligibility of such representative shall be subject to the criteria in clause 8.3 above.
- c. The representative shall be elected by a simple majority of members of that category based on nomination in writing by at least two (2) Financial Members of the relevant category.
- d. The provisions of Article 9.4(b), (c), (d), (e) and (f) shall also apply to the election of Council Members representing Membership Categories

ARTICLE 11: OTHER COUNCIL MATTERS

11.1. Term and Tenure

- a. Each Council member shall hold office for a term of two (2) years, commencing from the date of their inauguration to office and in the case of Council members co-opted pursuant to Article 8.1.1. (e) and 8.1.2 they shall not serve beyond the term of the Council to which they were co-opted.
- b. Council Members shall not hold a particular office for more than two (2) consecutive terms and no further, provided that a Council member may be elected to a different office after the expiry of two consecutive terms in a particular office.
- c. Subject to Article 11.1 (a) and 11.1(b) any retiring Council members shall be eligible for re-election and if re-elected will begin a new term of office.

11.2. Vacancy

Where a Council member resigns or dies or a Council position becomes otherwise vacant, a casual vacancy shall be deemed to have arisen and the Council may appoint a Member or representative of a Member to fill the vacancy for the remainder of the unexpired term subject to ratification by the General Meeting. Provided that where the vacancy relates to an elected representative of the Membership Categories, the relevant Member Category will be entitled to appoint another representative to fill the vacancy.

11.3. **Council Meetings**

- a. The Council members shall meet and dispatch their business as they deem fit. The Council meetings shall be held as frequently as may be required and, in any event, at least once every quarter in such manner as the members of the Council may deem fit.
- b. The President, or in his absence the First Vice-President, or in the absence of both, the Second Vice-President shall take the Chair in all meetings. In the absence of both the President and Vice-Presidents, Council members present shall elect a Chairman.
- c. Notwithstanding anything to the contrary in this Constitution, the Council may where the circumstances require, determine at any time, including, without limitation, after the calling of any Council meeting, that such meeting be held solely by means of remote communication or both at a physical location and by means of remote communication provided that all participants can hear each other.
- d. A Council member who, through the means of remote communication, votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting and the location of the Chairman shall be deemed the place of the meeting.
- e. The notice of any Council meeting must be given to each member of the Council, at least fourteen (14) days prior to the date of the meeting and shall contain the agenda for the meeting, provided that a shorter notice may be given subject to ratification by all Council members.
- f. The quorum for the meetings shall be one-third of the members of the Council.
- g. All decisions of the Council shall be by a simple majority of members present and voting; and in the event of equality of votes, the President shall have a casting or second vote.

11.4. **Removal of Council Members**

A Council member shall cease to hold office if he/she:

- a. Resigns his office
- b. Ceases to be a Member.
- c. Becomes insane.
- d. Is officially declared bankrupt.
- e. Is convicted of a criminal offense involving dishonesty by a Court of competent jurisdiction.

- f. Is recommended for removal from office by simply majority vote of the members present at any General Meeting of the Association called for that purpose.

11.5. **Disciplinary Powers**

11.5.1. The Council shall have the power to discipline any of the Members of the Association.

11.5.2. The disciplinary powers shall be exercisable in the case of any Member where in the opinion of the Council or of not less than ten (10) Members of the Association, the conduct of a Member has been prejudicial to the interests of the Association

11.5.3. The penalties or orders which may be imposed pursuant to this rule are:

- a. Reprimand;
- b. Interim suspension order pending the hearing of any charges;
- c. Suspension, and
- d. Expulsion.

11.5.4. **Disciplinary Procedure:**

- a. The Council shall give the Member not less than twenty-eight (28) days' notice of the hearing of any complaint or complaints against the Member under this rule.
- b. The Member may answer the complaint or complaints either in writing or in appearance before the Council. If the Member wishes to appear to answer they shall, not less than three days before the hearing, give written notice of their intention to do so together with brief details of the matters at issue.
- c. The Council shall conduct the hearing informally but so as to give each party fair opportunity to be heard.
- d. The Council shall not be bound by any rules of evidence.
- e. In the case of a reprimand or interim suspension, the decision of the Council shall be by a vote of a simple majority of the Council or any ad hoc committee set up by the Council for that purpose and such decision shall be final
- f. In the case of a suspension or expulsion, the decision of the Council shall be subject to the approval of the General Assembly.

11.5.5. **Interim Suspension:** The Council may, before or during any hearing of a complaint, make an order for interim suspension where the Council is of the opinion that the complaint is sufficiently serious for that order to be made or is otherwise in the interest of the Association or its members.

11.5.6. **Suspension**

- a. Upon the imposition of a penalty of suspension, the Member shall not be entitled to exercise any of the rights and privileges of membership during the period of suspension.
- b. Upon the expiry of the period of suspension the Member shall revert to and be entitled to exercise any rights and privileges of membership.

11.5.7. Expulsion

- a. Upon expulsion the Member shall –
 - i. pay any monies, subscriptions and other charges due to the Association.
 - ii. be removed from the Register of Members and shall not be entitled to exercise any rights or privileges of membership.
- b. Any Member expelled may re-apply for membership after the expiry of twelve (12) months from the date on which the expulsion became effective. The Council may grant or refuse the application and upon such terms and conditions as it shall think fit.

ARTICLE 12: COMMITTEES

12.1 The Council shall operate through the following Standing Committees:

12.1.1. Finance Committee

- a. To review the annual budget of the Association prior to the presentation to the Council and approval of the General Assembly.
- b. Advise the Council on all matters relating to the finance of the Association
- c. Monitor the implementation of the various financial policies approved by the Council.
- d. Ensure a transparent and easily verifiable process with adequate checks, is deployed in respect of the finances and bank account(s) of the Association.
- e. Develop or identify and propose means of fund raising for the Association to the Council for approval
- f. Advise on strategy for the recovery of all dues, debts and pledges owed to the Association.
- g. Advise on investment of the funds of the Association.
- h. Any other function that may be assigned to it by the President, the Council or the General Assembly.

12.1.2. Governance and Nominations Committee

- a. To monitor the nomination process and review the nominations for Executive Secretary and other management positions.

- b. To review the composition of the Council and make recommendations on any proposed changes to the Council.
- c. To consider the skills mix needed in respect of the Council and Committees and make recommendations to the Council on the criteria for eligibility.
- d. To review succession planning for the Executive Secretary and Management Team
- e. To review the training and development needs of the Council and management team.
- f. To oversee all matters relating to corporate governance and codes of ethics.
- g. To develop the procedures for the performance evaluation of the Council and Management Team

12.1.3. Membership and Programs Committee

- a. Consider and recommend new members for admission into the membership of the Association
- b. Advise the Council on strategies for boosting the membership base and the retention of existing members
- c. Advise the Council on strategies for collaboration with Affiliate Partners
- d. Encourage the prompt payment of annual membership dues by Members.
- e. Review and present annual programs and events plan for the Association to the Council for approval
- f. Oversee the planning of Association events and programs including workshops, seminars, trainings, trade fairs, exhibitions, conferences etc.

12.1.4. Risk and Audit Committee

- a. Advise the Council on the Association's risk appetite, profile and tolerance
- b. Review the effectiveness of the Association's risk control/mitigation tools and risk management mechanisms
- c. Liaise with external auditors for the audit of the accounts of the Association
- d. Review internal audit reports and escalate any matters of importance to the Council

12.2 Membership of each Committee shall be comprised of Council Members as determined by the President with the ratification of the Council from time to time, provided that members of the ad-hoc Electoral Committee may consist of Members other than Council Members and shall not include any member of the Council seeking a re-election.

12.3 **Ad Hoc Committees**

12.3.1 The Council may constitute Committees other than the Standing Committees to deal with such issues and matters as circumstances may require and the Committees so constituted shall have such powers and exercise such functions as the Council may determine.

12.3.2 Membership of each ad-hoc committee shall be determined by the President with the ratification of the Council from time to time.

12.3.3 **Ad-hoc Electoral Committee**

In an election year, the Council shall, not more than five but not less than four months to the date fixed for election, set up an ad-hoc Electoral Committee consisting of 3 to 7 members to conduct elections into the Council. The ad-hoc Electoral Committee shall:

- a. Announce the date of the elections which shall not be less a period of one month to the expiration of the tenure of the sitting Council and invite nominations from Members
- b. Issue campaign and election guidelines and publicize the eligibility criteria for the Council positions and the eligibility criteria for voting
- c. Review the nominations for election to the Council and determine the eligibility of each candidate not later than 4 weeks to the election
- d. Notify disqualified nominees of their disqualification, providing the reason(s) for the same, at least 7 days before circulating the list of eligible candidates
- e. At least 21 days to the elections, provide and circulate to all Members by email or other means of communication used by the Association, a list of the nominated candidates that are eligible for election
- f. Provide a list of members qualified to vote at least 21 days to the elections
- g. Count the votes and declare the results of the elections
- h. Arrange for the swearing-in of newly elected Council Members at the Annual General Meeting immediately following their election
- i. Generally manage the election process for which they are appointed to ensure orderliness, fairness and transparency

12.3.4 **Ad -hoc Mediation Committee**

The Council may, where it considers necessary, constitute an ad-hoc Mediation Committee to facilitate resolution of disputes among Members.

12.4 **Procedure for Committees**

- a. Each Committee shall present regular written reports of its activities to the Council.

- b. The decisions of each Committee shall be taken by a simple majority
- c. The Council shall issue charters, policies or terms of reference for each Committee setting out the powers, responsibilities, membership eligibility and structure for the Committees and may amend or update such documents from time to time.

ARTICLE 13: MANAGEMENT TEAM

13.1 There shall be a Management Team for the Association, appointed by the Council to oversee the day-to-day activities of the secretariat. The Management shall consist of the Executive Secretary and such other staff as the Association may require from time to time.

13.2 Executive Secretary

- a. The Council shall appoint an Executive Secretary with such designation and on such salary and conditions of service as may be determined from time to time.
- b. The Executive Secretary shall be the head of the Management Team and shall be responsible to the Council in all respects.
- c. The Executive Secretary shall manage the Secretariat and hire such other staff of the Secretariat (other than senior officers or Management Team) as may be required for the effective administration of the affairs of the Association, subject to the approval of the Council.
- d. The Executive Secretary of the Association shall serve for a term of four (4) years, and the term may be renewed for another term of four (4) years. An Executive Secretary shall not hold office for more than two (2) consecutive terms.
- e. Until such other person is appointed as Secretary to the Council, the Executive Secretary shall serve as the Secretary to the Council and shall as directed by the Council, convene General Meetings, Council Meetings and other meetings of the Association, record its proceedings, and prepare a report of the meetings for approval by the Council.

13.3 Functions of the Management Team

The functions of the Management Team shall include the following;

- a. Responsible for the day-to-day activities of the secretariat.
- b. Implement the policies and strategic directives of the Council as may be determined from time to time.
- c. Keep a Register of Members correctly and up to date showing each member's membership category, name, last known postal and/or e-mail addresses.
- d. Liaise with the auditors to prepare and lay before the Council and General Meeting, the financial statements, and audited accounts of the Association for approval.
- e. Assist in the inspection of the books by any person authorized to do so.

- f. Maintain and keep the financial records of the Association; and
- g. Perform all other duties as directed by the Council.

ARTICLE 14: TECHNICAL COMMITTEES

- 14.1 There shall be technical committees set up by the Council to assist the Management Team in the implementation of matters aimed at the attainment of the aims and objectives of the Association and policies set by the Council.
- 14.2 The technical committees shall include (i) access to finance, (ii) access to markets and (iii) trade policy and advocacy.
- 14.3 The members of the technical committees shall be persons with relevant technical expertise whose eligibility for appointment shall be as set out in terms of reference issued by the Council from time to time.
- 14.4 The technical committees shall in conjunction with the Executive Secretary, report to the Council and shall not do any such acts, make any decisions, or incur expenditure without the prior approval of the Council.

ARTICLE 15: TRUSTEES

- 15.1 The Trustees shall be known as INCORPORATED TRUSTEES OF THE NETWORK OF PRACTICING NON-OIL EXPORTERS OF NIGERIA for the purposes of registration under the CAMA.
- 15.2 The Trustees shall not be less than 2 and not more than 11 in number.
- 15.3 Unless removed in accordance with Article 15.5 below, Trustees shall be as appointed for an initial period of five (5) years renewable for another period of 5 (five) years and no further.
- 15.4 The Board of Trustees shall have two representatives on the Council as provided in Article 8.1.1 (d) above, Members of the Board of Trustees shall however not be eligible for election as Council Officers.
- 15.5 A Trustee shall cease to hold office if he/she:
 - a. Resigns his office
 - b. Ceases to be a Member.
 - c. Becomes insane.
 - d. Is officially declared bankrupt.
 - e. Is convicted of a criminal offense involving dishonesty by a Court of competent jurisdiction.
 - f. Is recommended for removal from office by two-thirds majority vote of the members present at any General Meeting of the Association called for that purpose.

15.6 Upon a vacancy occurring and the number of Trustees falling below the minimum provided under this Constitution, the Council shall fill the vacancy subject to ratification by the General Assembly.

15.7 Powers and Functions of the Board of Trustees

The Trustees shall have the following powers and functions:

- a. To apply to the Corporate Affairs Commission for the registration of the Association under the CAMA and submit any amendments to the Constitution as required by the General Assembly;
- b. To accept, acquire, purchase, lease, hire, accept and hold in trust any movable or immovable property whatsoever and to grant, demise, alienate and otherwise dispose of the same on behalf of the Association subject to the direction of the Council or General Assembly;
- c. To exercise the statutory powers vested in the Trustees under CAMA and other extant laws in Nigeria;
- d. To receive gifts and donations on behalf of the Association;
- e. To provide advice from time to time to the Council and the General Assembly on policies, programs and practices which are in furtherance of the objectives of the Association;
- f. To act in good faith always in the interest of the Association, and
- g. The first Trustees shall constitute a Steering Committee that shall oversee the successful take-off of the activities of the Association.

15.8 Board of Trustees Meeting

- a. The Board of Trustees shall hold meetings at least once each year at such place and time as determined by the members of the Board from time to time.
- b. The Trustees shall elect amongst themselves a chairman, who shall preside over their meetings.
- c. Decisions and resolutions of the Trustees shall be by a simple majority of the Trustees present at the meeting.
- d. The Trustees shall make such rules, as they deem necessary for the proper conduct of their meetings.
- e. The notice of a meeting of the Board of Trustees must be given to the Trustees at least fourteen (14) days prior to the date of the meeting.
- f. The quorum for a Board of Trustees meeting shall be two-thirds of the Trustees.
- g. The Board of Trustees shall appoint a secretary from amongst themselves who, in conjunction with the Executive Secretary shall convene Board of Trustee meetings, record its proceedings, and prepare a report of the meetings for approval by the Trustees.

15.9. All documents to be executed by the Trustees shall be signed by two (2) Trustees, duly authorised by the Board of Trustees

ARTICLE 16 INAUGURAL COUNCIL

- a. There shall be an Inaugural Council which shall discharge the powers and perform the functions of the Council prior to the constitution of the Council as provided in this Constitution
- b. The Inaugural Council shall be appointed by the Founding Members of the Association on the recommendation of the Steering Committee.
- c. The Board of Trustees shall elect two of their members with historical knowledge of the Association, to be part of the Inaugural Council.
- d. The Inaugural Council shall serve a term of two (2) years and shall, at the expiration of the term, constitute a Council in accordance with the provisions of this Constitution.
- e. The Steering Committee shall stand dissolved on the effective date of the appointment of the Inaugural Council.

ARTICLE 17: SOURCES OF INCOME

The sources of income for the Association shall include:

- a. Admission and Annual membership dues;
- b. Special dues as may be determined by the Council;
- c. Grants from individuals and corporate bodies and organizations in Nigeria or elsewhere;
- d. Grants or assistance from local and international donors, government agencies, and other charitable or philanthropic organisations;
- e. Fees from events (workshops, trainings, trade fairs, seminars, exhibitions, conferences, etc.,) organized by the Association;
- f. Services as may be designed and provided by the Association
- g. Endowment funds as may be approved by the Council; and
- h. Investments of the Association.

ARTICLE 18: DISBURSEMENT AND APPLICATION OF FUNDS

- a. All monies payable to the Association from all sources shall be paid into an account or accounts as determined by the Council.

- b. The Executive Secretary with the approval of the Council shall make necessary authorized disbursement in consultation with the Council while keeping proper records of such transactions.
- c. The disbursement and application of funds shall be in accordance with the annual budget of the Association
- d. The Council may from time to time approve as imprest such amount as may be required for the day to day operations of the secretariat. Provided that the Management Team shall render regular accounts of how such imprest is applied.

ARTICLE 19: FINANCE AND KEEPING ACCOUNT

- a. The Association shall open an account or accounts in any reputable bank or banks and the signatories to the accounts(s) shall be as determined by the Council.
- b. The Management Team shall be responsible for the day to day keeping of the accounts of the Association and shall ensure that proper books are maintained to record the assets and liabilities of the Association.
- c. The Council shall be responsible for presenting an audited statement of accounts to the Members at the Annual General Meeting of the Association.
- d. The accounts of the Association shall be open for inspection by any Member by appointment at the secretariat at all reasonable times.

ARTICLE 20: APPOINTMENT OF AUDITOR(S)

- 20.1 Independent qualified and licensed Auditors shall be appointed by the General Assembly to audit the financial records of the Association annually and submit an audited report at the Annual General Meeting of the Association.
- 20.2 The audited financial statements (balance sheet and income expenditure account) duly certified by independent auditors shall be annexed to the annual returns and filed with the CAC.

ARTICLE 21: AMENDMENT OF CONSTITUTION

The Association may alter the provisions of its Constitution at a General Meeting by a resolution passed by a two-thirds majority of Members.

ARTICLE 22: SPECIAL CLAUSE

- 22.1 The income and property of the Association shall be applied solely towards the promotion of the objective of the body 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 however by any of profit to the members of the Association.
- 22.2 PROVIDED that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer of the Association in return for any service rendered to the Association:

- a. No member of the Board of Trustees shall be appointed to any salaried office of the Association or any office of the Association paid by fees; and
- b. No remuneration of other benefit in money or money's worth shall be given by the body to any member of the Council except repayment of out of pocket expenses or reasonable and proper rent for premises demised, or let to the Association or reasonable fees for services rendered.

22.3 If in the event of a winding up or dissolution of the corporate body there remains after the satisfaction of all its debts and liabilities, any property whatsoever, same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institutions, having objects similar to the object of Association, such institutions shall be determined by the Members of the Association at or before the time of dissolution.

22.4 If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable object.

Dated this _____ day of _____ 20

Signature of President

Signature of Secretary

Name of President

Name of Secretary