

CONSTITUTION

OF

MINAL LEARNING FOUNDATION

PREPARED BY:

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THE CONSTITUTION
OF
MINAL LEARNING FOUNDATION

ARTICLE 1: NAME

The Name of the organization shall be known and called **MINAL LEARNING FOUNDATION**

ARTICLE 2: INCORPORATION AND REGISTERED OFFICE:

MINAL LEARNING FOUNDATION Shall be registered under laws of the Federal Republic of Nigeria and its office shall be situate in Nigeria.

ARTICLE 3: THE ASSOCIATION

MINAL LEARNING FOUNDATION shall be a registered association.

ARTICLE 4: AIMS AND OBJECTIVES

1. To establish and operate a Formal/Informal Educational Learning foundation to cater for women, children, vulnerable and less privileged members of the society.
2. To provide vocational and skills acquisition training and programmes for members of the society.
3. To provide health, water and sanitation services to the community.

ARTICLE 5: MEMBERSHIP

Membership of the association is open to all persons who are ready to abide by its principles and vision and who are particularly interested and committed to the stated aims and objectives of the foundation.

ARTICLE 6: SOURCES OF FUNDS

For the purposes of raising and generating funds and other resources (in cash or in bond) for the realization of its aims and objectives, the foundation may;

1. Receive grants or assistance from individuals and other charitable or philanthropic organizations in Nigeria or elsewhere.
2. Collect monies and financial assistance from or by any other lawful means.

ARTICLE 7: BOARD OF TRUSTEES

- A. The trustees of **MINAL LEARNING FOUNDATION** for the purposes of the Companies and Allied Matters Act No. 1 of 1990, part c, shall be appointed at a general meeting by two third majority votes of members present.

- B. Such trustees (hereinafter referred to as **THE TRUSTEES**) shall be **FIVE (5)** in number and shall be known as **THE REGISTERED TRUSTEES OF MINAL LEARNING FOUNDATION**.
- C. The trustees may hold office for life but a trustee shall cease to hold office if he/she.
- i. Resigns his/her office.
 - ii. Cease to be a trustee of the foundation.
 - iii. Becomes insane.
 - iv. Is officially declared bankrupt.
 - v. Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction.
 - vi. Is recommended for removal from office by a 2/3 majority votes of members present at any general meeting of the association.
 - vii. Cease to reside permanently in Nigeria.
 - viii. Dies.
- D. Upon a vacancy occurring in the number of trustees, a general meeting shall be held to appoint another eligible member of the foundation.
- E. The trustees shall hold meetings at least once in every calendar year and at such other times and in such places as they shall from time to time decide.
- F. Every matter shall be determined by simple majority votes of the members present and voting, provided that the Chairman in the event of a tie shall exercise a casting vote.
- G. If such certificate is granted, the trustees shall have the power to accept and to hold in trust all land belonging to the foundation and to acquire land on behalf of the association subject to such conditions as the foundation may impose.
- H. Any resolution of the trustees may be rescinded or varied from time to time by a simple majority vote of members.
- I. The board of trustees shall elect the following officers from within the board and designate other specific functions for members from time to time.
- i. Chairman
 - ii. Secretary

ARTICLE 8: MEETINGS

A. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held once in a year at the registered office of the foundation or such other venue as the Executive Committee shall decide.

B. EXECUTIVE COMMITTEE MEETING

This may be held at such time and place as may be deemed convenient by the executive committee.

C. EMERGENCY MEETING

Emergency meetings of the executive committee shall be convened at such time and place as often as the need arises.

ARTICLE 9: QUORUM

1. Board of trustees meeting: 2/3 of members shall form a quorum.
2. Executive Committee Meeting: 2/3 of members shall form a quorum.
3. Annual General Meeting: 1/3 of members shall form a quorum.

ARTICLE 10: VOTING RIGHTS

1. Every member is entitled to one vote.
2. No member shall be entitled to vote at any general meeting unless all monies presently payable by him/her or other obligation expected of him/her to the centre have been paid or met.

ARTICLE 11: EXECUTIVE COMMITTEE

The Executive Committee shall comprise all the officers of the foundation as Enumerated below and any other member that may be elected from the foundation. The committee shall be responsible for the day to day running of the foundation.

ARTICLE 12: APPOINTMENT OF OFFICERS

The following are the officers of the centre who are charged with the overall management and good administration of the affairs of the foundation.

- i. Chairman
- ii. Vice Chairman
- iii. Director of Finance & Administration
- iv. Legal Adviser
- v. Project Coordinator
- vi. Director Mobile outreach

The Chairman is the Chief Executive of the foundation. He directs the affairs of the foundation and receives report from various officers of the foundation. He is empowered to take decisions on behalf of the foundation. He can also act as the project coordinator in case where it is thought that only his intervention in the project can ensure efficient implementation.

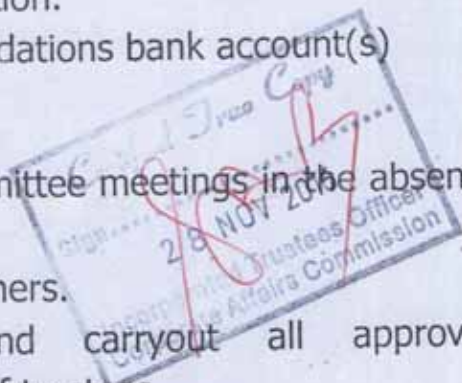
He shall appoint any of the other members of the executive committee to act on his behalf when he is not available.

DUTIES:

1. To preside over all meetings.
2. Countersign all payment vouchers.
3. Have a casting vote.
4. Serve as an effective link between the foundation and its members.
5. He shall uphold and defend the constitution of the foundation.
6. Present a Chairman's address for the Annual General Meeting.
7. Protect the interest of all members.
8. Resolve with the aid of the executive committee any difficulty, prolonged argument or misunderstanding within the foundation.
9. Act on behalf of the foundation.
10. Act as signatory to the foundations bank account(s)

VICE CHAIRMAN

1. Preside over executive committee meetings in the absence of the Chairman.
2. Countersigns payment vouchers.
3. Receives all income and carryout all approved expenditures by the board of trustees.
4. Acts as co-signatory to the centre's bank account(s).
5. Performs all other responsibilities the Chairman may delegate from time to time.
6. Responsible for general maintenance of the foundations offices, vehicles, supplies, properties and equipment.



DIRECTOR OF FINANCE & ADMINISTRATION

1. Take charge of the general administration of the foundation.
2. Receives, writes and replies all correspondence relating to the foundation.
3. Keeps all records and maintains an accurate filing system.
4. Writes employment letters.
5. Takes minutes at Executive Committee Meetings.
6. Maintains records of all income and expenditures.
7. Monitors the implementation of the association's annual budget.
8. Provides policies that will enhance the overall effectiveness of the foundation's financial management.

LEGAL ADVISER

1. Provides legal advice to the foundation.
2. Drafts legal documents for the foundation.
3. Coordinates training on legal rights for departments of the foundation.
4. Provides legal information that will be beneficial to the members of the foundation.

DIRECTOR MOBILE OUTREACH

1. Designs and implements the foundations outreach programmes.
2. Procurement and safe keeping of equipment.
3. Provides advice during outreach events.
4. Prepares budget for outreach programmes.
5. Recruits and supervise outreach personnel
6. Answer all calls relating to counselling.

PROJECT COORDINATOR

1. Conducts community outreach campaigns and skills acquisition programmes.
2. Serves as manager of the foundation's inventory department.

ARTICLE 13: AUDITORS

An internal Auditor shall be appointed at the general meeting to audit the accounts of **MINAL LEARNING FOUNDATION** annually or as may be requested by the general body.



ARTICLE 14: COMMON SEAL

The trustees shall have a common seal. Such seal shall be kept in the custody of the secretary who shall produce it when required for use by the trustees.

ARTICLE 15: RESPONSIBILITIES OF THE ELECTED OFFICERS

1. To uphold and defend the constitution of the foundation.
2. To render honest, impartial and efficient services to the members.
3. To serve as effective link between the foundation and its members.
4. To be trustworthy and responsible representatives of the foundation.
5. To render true accounts of their stewardship to members of the foundation.
6. To abide by majority decisions and respect rights of the minority.
7. To work for the growth in strength of the foundation.
8. To further the cause of the aims and objectives for which the foundation is registered.

ARTICLE 16: ELIGIBILITY AND TENURE OF OFFICE

The trustees and founding chairman shall hold office for life. All other officers shall remain in office for a period of 2 years or as the foundation pleases. Such officers shall be eligible for re-election if they are nominated and supported accordingly. Any predecessor must handover his/her instrument of office to his/her successor immediately.

ARTICLE 17: BYE ELECTION

In the event of unsatisfactory discharge of duties transfer, violation of any part of this constitution, ill-health or death of an officer, a motion shall be tabled as to fill the vacant post and if supported with a majority vote a new officer will be appointed or elected as replacement.

ARTICLE 18: FINANCE MATTERS

1. **BANKING-** The foundation shall deposit all its monies in the bank.

2. **ACCOUNTS-** The accounts of the foundation shall be designated by the board of trustees.
3. **WITHDRAWALS-** The chairman, vice chairman and director of finance and administration can be signatories. Any two 2 of them may sign to make withdrawals from the foundation's account(s).

ARTICLE 19: DISSOLUTION OF EXECUTIVE WORKING COMMITTEE

The General Meeting may by 2/3 majority vote pass a vote of no confidence on the executive committee and in the event of that happening; the board of trustees shall appoint a care-taker committee to handle the affairs of the foundation pending the appointment or election of new officers.

ARTICLE 20: MISCELLANEOUS

Any cause or complainant that may arise shall be made in writing to the chairman who if unable to deal with shall submit to the board of trustees whose decision shall be final.

AMENDMENT:

The constitution may be amended during the general meeting of the members which 2/3 majority of members must be present and such amendment shall only be effective on the written approval of the **REGISTRAR GENERAL, CORPORATIVE AFFAIRS COMMISSION.**

ARTICLE 21: SPECIAL CLAUSE

1. The income and property of **MINAL LEARNING FOUNDATION** whensoever derived shall be applied solely towards the promotion of the objects of the centre as set forth in these rules and regulations/constitution; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to the members of the foundation.
2. Provided that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of the foundation but so that no member of the board of trustees shall be appointed to any salaried office of the foundation or any office of the

centre paid by fees; and that no remuneration or other benefits in money or monies shall be given by the foundation to any member of such board except payment of out-of-pocket expenses or reasonable and proper rent for premises demised, or let to the foundation provided that the provision aforesaid shall not apply to any payment of any company to a member of the foundation may be a company in which such member shall 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.

3. 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 has been previously submitted to and approved by the **REGISTRAR-GENERAL CORPORATE AFFAIRS COMMISSION**.
4. In the event of a winding up or dissolution of the foundation, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to and distributed among members of the foundation but shall be given or transferred to some other institution or institutions having objects similar to the objects of the foundation, 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 foundation under or by virtue of the **SPECIAL CLAUSE** hereof, such institution or institutions to be determined by the members of the centre and if effect cannot be given to the aforesaid provision then to some charitable objects.

APPROVED on this...15TH.....day of...SEPT.....2016

HUSSAINI LIYAN AZIYIN
CHAIRMAN *2/5*

BILKIS A. Samud Blamud
SECRETARY

