

THE CONSTITUTION

OF

ANGLICAN GIRLS GRAMMAR

SCHOOL ASABA ALUMNI

WORLDWIDE ASSOCIATION

(AGGSAAWA)

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OF
ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI
ASSOCIATION WORLDWIDE**

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ARTICLE 1: PREAMBLE

We, members of ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION, having identified and recognized the need to organize ourselves into a formal association hereby firmly and solemnly declare that this document known as “The Constitution” is supreme and its provisions shall be binding on all members.

ARTICLE 2: NAME

The name of the association shall be ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION (AGGSAAWA) “*The Association.*”

ARTICLE 3: REGISTRATION

The ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION (AGGSAAWA) shall be registered in the Federal Republic of Nigeria and in different countries where there are zones established per the stipulations of this constitution.

ARTICLE 4: LEGAL STATUS AND STRUCTURE

- I. The Association is a Trustee with its own legal identity which is separate from its office bearers and members. The Association is also Not For Profit, Non-Governmental and non partisan. The Association will continue to exist even if the members change.
- II. The Association shall be organized into The National Body and The Zones.
- III. In Nigeria, the association shall have ONLY one zone in each state of the Federal Republic of Nigeria including Abuja and one zone in each country outside Nigeria.
- IV. The international zones shall be organized under appropriate local laws where such zones operate.
- V. The zones shall be made up of at least 10 members.
- VI. Any State in Nigeria or any country that has less than 10 members shall become affiliated or merge with an already established and recognized Zone until they outreach and engage the minimum number of members to start a new zone.
- VII. Request for a new zone shall be approved by the National Executive Council (NEC). Such application shall provide reasons for the request and would be reviewed on a case by case basis by the NEC.
- VIII. No other zone shall be formed where an established, recognized, and functional zone exists in a Nigerian state or in a country outside Nigeria.
- IX. As at the time of the drafting of this constitution, the officially recognized and legal existing zones are United States of America/Canada Zone; Great Britain/Ireland Zone, Lagos Zone, Port Harcourt Zone, Abuja Zone, Asaba (Motherland) Zone.
- X. All informal groups such as year groups, sets, groups of friends may exist as independent social media groups. However, such groups are not recognized as zones, do not have any LEGAL affiliation to AGGSAAWA and shall not act as agents of

AGGSAAWA for the purpose of soliciting funds from the government, organizations or individuals.

ARTICLE 5: SECRETARIAT

The National Secretariat of the Association shall be rotational, and will be maintained at the Zone of the incumbent National President. However an annex office shall be permanently maintained at Anglican Girls Grammar School, No 3 AGGS Lane, Off Nnebisi Road, Asaba, Delta State, Nigeria.

ARTICLE 6: MOTTO AND LOGO

- I. The Motto of the Association shall be HONESTY & DILIGENCE.
- II. The logo shall be represented by the AGGS logo with the inscription - "HONESTY AND DILIGENCE".

ARTICLE 7: AIMS AND OBJECTIVES

- I. To create an association of the past students of Anglican Girls Grammar School, Asaba operating at international, national, and zonal levels.
- II. To contribute to the development of our alma mater by fostering an educational, social, and economic environment that is nurturing, engaging, and empowering to the students of Anglican Girls Grammar School, Asaba.
- III. To provide a platform to foster relationship between members for professional and social advancement through communication, networking, and other opportunities.
- IV. To actively recruit new alumni members.
- V. To act collectively in times of need, especially in response to situations which affect the Association in particular and AGGS, ASABA at large.
- VI. To assist and provide moral and financial support to members in need, during sickness, death, birth, weddings and/or social activities.
- VII. To uphold and improve on our motto - HONESTY & DILIGENCE.

ARTICLE 8: MEMBERSHIP

8.1 The Membership shall be made up of:

- I. Full membership which will apply to persons who completed at least one academic year in the school, the AGGS, Asaba irrespective of year of graduation, age, religion and ethnic background;
- II. Honorary membership will apply to former teachers or other interested persons who may not be graduates of AGGS, Asaba but must have made significant contributions to the

Association's welfare, reputation, and prestige. The impact of the individual's contribution to the Association must be stated on the certificate of conferment of the honorary title.

8.2 Criteria for Membership:

The Zonal Executive Councils may admit persons as members to the Association based on the criteria stipulated in this constitution:

- I. Membership is voluntary;
- II. Membership is open to all ex-students of the AGGS, Asaba irrespective of year of graduation, age, religion and ethnic background. A member must have spent at least one full academic year in the school;
- III. Members must agree to uphold the constitution and abide by the rules and regulations set forth by the National and the Zonal Executive Councils;
- IV. If the potential member meets the above listed criteria and agrees to it verbally or in writing, she will complete a zone's membership application form which will be approved by the Zonal Executive Council (ZEC) or its designee;
- V. After approval, such member shall pay the zone's set mandatory registration fee determined by the ZEC;
- VI. Applications for membership by potential members that do not comply with such criteria may be refused by the Zonal Executive Councils.
- VII. Member shall be active and financial members.
- VIII. Any payment made by a member who is in default for monthly dues, levies, and other financial obligations shall be applied first to her outstanding obligation to the Association (zonal and national).
- IX. Member must attend meetings at least four times a year to remain in good standing.
- X. Member must be an active participant in activities embarked on by the Association

8.3 Categories of Membership:

8.3.1 Full membership of this Association shall be categorized as **active, non-financial**, and **inactive** members:

8.3.1.1 An active member is a member who participates in the affairs of the Association and whose membership is not in non-financial or inactive status. An active member in good financial standing is a member who does not owe more than one month in arrears with her financial obligations to the Association. An active member will be accorded the full benefits and privileges as stipulated in this constitution.

8.3.1.2 An inactive member is a member who falls six or more months in arrears on her financial obligations to the Association or who has not attended meetings in accordance with the membership requirements. Although an inactive member is encouraged to attend meetings and remain informed of activities, she is expected to abide by the rules and requirements, and may participate in debates and deliberation. She shall not be accorded the right to vote

or hold office. Such member shall NOT be accorded full benefits and privileges of a member as specified in this constitution. The ZEC shall report the status of such member to the NEC.

8.3.1.3 A non-financial member is a member who, due to reasons such as unemployment, loss of income for self-employed members, or has long-term illness or disability and has informed the Zonal Coordinator of that fact in writing and has been granted this membership status by the Zonal Executive Council. The Zonal Executive Council shall inform the National Executive Council of the status of such a member. A non-financial member shall NOT be accorded the same rights, privileges and responsibilities as other members, except that the responsibility to pay dues and levies, and getting benefits shall be suspended. Even though the responsibility to pay dues and levies is temporarily suspended, from time to time, the Association may require non-financial members to join other members in paying specific levies by a two-thirds vote of the membership. Any outstanding obligations up to the time that a member is granted a non-financial membership shall remain outstanding until the member satisfies them.

8.3.2 Honorary membership will apply to former teachers or other interested persons who may not be graduates of AGGS but who must have made significant contributions to the Association's aims and objectives, welfare, reputation, and prestige. The National Executive Council (NEC) shall set up a committee to review and recommend potential honorees. Such committee shall be set up once in five (5) years. The impact of the individual's contribution to the Association must be stated before the conferment of honorary title.

8.4 MEMBERSHIP PRIVILEGES AND BENEFITS:

- I. Each member in good financial standing has a right to vote at national, zonal elections, for projects initiated by the National Executive Council and the Zonal Executive Councils, and other pertinent issues as they may arise. To be eligible to vote in elections, members must be active members in a zone and be in good financial standing with all dues, levies, and outstanding financial obligations paid up to date. However, to be eligible to run for any zonal and national office, a member must have been an active member for at least 12 months.
- II. The Association shall offer financial assistance to all active members in good financial standing in the event of the death of a member and the death of a member's immediate family. An immediate family is defined as wife, husband, children and parents. To fulfil this obligation, the Association shall levy all zones for an amount to be determined by the National Executive Council and the Zonal Executive Council.
- III. The Zones shall determine the financial assistance to offer their members during events such as weddings, child births, and hospitalization in line with the provisions of their zonal constitutions.
- IV. Members shall not be entitled to retroactive payment of any benefits.
- V. Non-active and non-financial members are not entitled to any financial benefits and privileges due to active members. However, the National Executive Council or the ZEC may approve and offer discretionary financial assistance to an inactive or non-financial member. A special non mandatory levy may be imposed for this purpose.

- VI. The Association shall endeavor to maintain group life insurance policy for all active members. In Nigeria, the zones shall collectively obtain and maintain a group life insurance policy for all active members in good financial standing while zones outside Nigeria shall obtain and maintain group life insurance as determined by their local laws. However, the premium for the group life insurance policies shall be paid by members in addition to monthly dues and other levies.

8.5 Transfer of Membership

Membership is not transferrable.

8.6 Register of Members

The National Executive Council (NEC) and the Zonal Executive Council (ZEC) shall maintain a confidential register of the names, email addresses, and telephone numbers of all the members. The Zonal Executive Council shall provide the relevant information such as names, email addresses, and telephone numbers of all the members to the NEC. The ZEC shall periodically report on the status of its members to the NEC

8.7 Termination of Membership

- 8.7.1 Automatic Termination: Membership automatically terminates upon the receipt by the Association of the notification of the death of a member or the dissolution of the Association.
- 8.7.2 Voluntary Termination: Membership shall terminate when a member voluntarily terminates her membership by formally notifying the ZEC in writing.
- 8.7.3 Termination due to misconduct: Membership shall terminate when 2/3 majority of members indicate by vote to terminate a membership due to acts of misconduct as stipulated in this constitution.

ARTICLE 9: POWERS AND FUNCTIONS

In pursuance to its aims and objectives, the Association shall have powers to:

- I. Engage in any lawful activities for the purpose of mobilizing resources to be applied exclusively to fulfilling its aims and objectives.
- II. Solicit donations, gifts and other forms of material aid acceptable to the Association for the purpose of meeting her financial requirements and other needs.

III. To publicize and promote the works of the Association.

9.1 Power to make rules:

The Association shall make rules prescribing:

- I. The rates and modes of payments of quarterly subscriptions, donations, levies and other contributions by the zones towards the funds of the Association.
- II. The circumstances in which and the conditions upon which membership of the Association may or shall be suspended or terminated; and
- III. Such other conditions relating to membership as may be necessary or desirable to ensure the integrity, independence, honor and dignity of the Association as well as efficacy in its operations.
- IV. Exercise any other power, perform any function or do any other activity that may lawfully be so exercised, performed or done by the Association for carrying out, or giving effect to the purpose for which the Association is established.
- V. To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Association;
- VI. To donate and transfer the property and assets of the Association to public benefit organizations with similar objectives,

ARTICLE 10: APPLICATION OF THE PENAL CODE AND CONTRAVENING BY-LAWS

The Association will adopt such rules and by-laws applicable to the zones.

ARTICLE 11: ORGANS OF THE ASSOCIATION

11.1 The Association shall have the following organs:

- I. The National Executive Council (NEC, the National Officers)
- II. The Board of Trustees (BOT, Trustees)
- III. The Zonal Executive Council (ZEC, the Zones).
- IV. The Standing Committees: Finance, Welfare, Disciplinary, Constitution review, membership mobilization committee, Arbitration and Dispute Resolution committee.
- V. Ad hoc committees to be constituted as needed.

11.2 The National Executive Council (NEC)

11.2.1 Composition

The National Executive Council shall comprise of the following who shall be the National Officers of the Association:

- I. President
- II. Vice-President
- III. Secretary-General
- IV. Assistant Secretary-General
- V. Financial Secretary
- VI. Treasurer
- VII. Provost
- VIII. Welfare/ Social Secretary
- IX. Public Relations Officer
- X. Legal Adviser

11.2.2 Ethics:

- I. Each member of the above mentioned organs of the Association shall be of sound mind and possess good moral character
- II. Each member of the Executive Council must be a member of the Association and registered with a zone.
- III. Each member of the Executive Council shall be expected to uphold the Constitution bylaws, policies, rules and regulations of the Association at all times, and be accountable for policies not implemented or procedures not followed.

11.2.3 Quorum

Two –third (2/3) majority of members of the National Executive Council including the President and the Secretary shall form a quorum at all its meetings.

11.2.4 Functions, Duties, and Powers of the National Executive Council

The National Executive Council (NEC) shall implement the general policy direction of the Association and shall have responsibility for the day to day running of the affairs of the Association in accordance with provisions of this Constitution and shall exercise and execute the following powers and functions:

- I. Management of the finances of the Association including the appointment of suitable banks for that purpose. To express the views of the Association upon any matter of public interest or upon any matter of general interest to the Association.
- II. To make all necessary arrangements for Plenary Sessions or any other general meeting of the Association.
- III. The National Executive Council shall prepare and submit annual budgets to the BOT for review and approval no later than the 25th day of January of each year.
- IV. To cause the accounts of the Association to be audited annually by competent auditing/accounting professionals who are full members of the Association and who shall be appointed by the Plenary Sessions or Emergency Plenary Session of the Association

- V. 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 mental or physical infirmity or any other cause.
- VI. Generally, to exercise all the powers vested in the Association/General meeting of the Association so as to promote and carry out the aims 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.
- VII. Consensus shall be the aim of the National Executive Council but if it becomes necessary to put any question to vote then it shall be decided by a simple majority by show of hands or secret ballot as the NEC may deem appropriate.
- VIII. The NEC shall meet every quarter and at the request of the President or two members of the executive council via any media that are deemed appropriate. In case of any emergency, it may authorize expenditure and take any step considered to be of advantage to the Association notifying Zonal Coordinators, but such expenditure must be brought to the general house.
- IX. Any member who is absent from three (3) consecutive meetings of the National Executive Council shall cease to be a member of the National Executive Council unless she shows reasonable cause for such absence to the satisfaction of the National Executive Council.
- X. In case of the death, resignation, removal from office of any NEC member, all books, papers, vouchers, money and other properties of whatever kind in her possession or under her control belong to and must be returned to the Association.
- XI. The NEC in collaboration with the ZEC shall set up an ad hoc committee for the purpose of interviewing, selecting and recommending potential employees or vendors upon such lawful terms and conditions as agreed by members. However, such appointments must be ratified by the BOT.

A The President's duties shall include:

- I. To convene meetings of the Association in accordance with the Constitution.
- II. Prepare adequate agenda for all meetings.
- III. Preside over all the meetings of the NEC.
- IV. Represent the NEC and the entire membership at the meetings of the BOT
- V. Authorize use of funds of the Association as approved by the Association.
- VI. Supervise and coordinate activities of the Secretariat of the Association.
- VII. Appoint members in standing and Ad hoc Committees in conjunction with the other members of the National Executive Council
- VIII. Confer other such duties, within the provision of the Association's constitution on any officer or member of the National Executive Council.
- IX. To set up ethics and disciplinary committees in line with the provisions of the constitution.
- X. Shall be responsible for liaising with the school.

- XI. To call members and officers to order as may be deemed necessary.
- XII. To act as the spokeswoman and chief executive officer for the Association.
- XIII. To be a co-signatory and authorized administrator to all Association accounts, financial, and otherwise.
- XIV. To delegate responsibilities to the other officers as necessary and appropriate.
- XV. To perform any other duties as may arise.

B The Vice-President's duties shall include:

- I. To act on behalf of and assume the duties of the President whenever she is absent or temporarily disabled.
- II. Carry out functions as may be delegated by the President;
- III. May serve as the Chairman of any special project committee where subject matter expertise is not required.
- IV. To facilitate community and communication between the members.
- V. To be the liaison officer between the Executive Council and all standing committees, and report back to the Executive Council on the status of each standing committee. The Vice-President shall supervise all standing committees

C The Secretary General's duties shall include:

- I. Convey meetings at the instance of the President.
- II. Record and keep the minutes of all meetings of the Association.
- III. Produce annual and special reports on the activities of the Association.
- IV. Act as custodian of records of the Association.
- V. Monitor activities of the Association and the different offices accordingly.
- VI. Perform such other lawful duties that may be assigned by the President.
- VII. To maintain an accurate roster of the membership of the Association, including the membership status of each member; and to notify the specific member and the Executive Council when a member's status changes.
- VIII. To maintain custody and to be accountable for all official records of the Association with the exception of financial records. This will include, but not limited to, legal and historical documents, the operating constitution, reports, adopted minutes, membership roster, newsletters, official correspondences and other publications.
- IX. To prepare and distribute to the members' notices of meetings and other notices as instructed by the President.
- X. To prepare and distribute to members' accurate minutes of the previous meeting prior to the start of any Association meeting.
- XI. To coordinate and communicate the hosting schedule.

- XII. To maintain an electronic mailing list of all members and communicate all necessary information to the membership.
- XIII. To ensure that a copy of the Constitution is available for reference at every meeting.

D The Assistant Secretary General's duties shall include:

- I. Shall carry out functions as may be delegated by the Secretary General
- II. Shall perform functions of the office of the Secretary in her absence.

E The Financial Secretary's duties shall include:

- I. Shall collaborate with the Treasurer to prepare and draft annual budget of the Association and forward to the National Executive Council.
- II. Keep accurate financial records of the Association and collect all monies of the Association and hand over same to the Treasurer promptly.
- III. Shall make available books of account both to the National Executive Council on request and external auditor appointed by the Association.
- IV. Shall perform other duties as may be assigned by the President.
- V. To collect zonal subscriptions, levies, fines and other monies as so defined by the Association and to keep a regular record of such collection.
- VI. To prepare all disbursements and issue an official receipt for all monies collected; each receipt and check shall have a duplicate to be retained by the Association.
- VII. To hand over all monies received on behalf of the Association to the Treasurer immediately after collection or within three (3) days of collection where the Treasurer is not immediately available.
- VIII. To keep a clean record of all receipts, all disbursements, and all such transfers, which have been duly signed by both the Treasurer and the Financial Secretary.
- IX. To report to the Association, the state of the Association's bank account.
- X. To notify the Secretary General when a member is not financially in compliance with the requirements of her membership status.
- XI. To distribute to the membership a semi-annual statement of all of the Association's financial activities and each member's financial accounts.
- XII. To ensure that a current statement of the Association's financial activities and every member's financial accounts are available for review at every meeting and within seven (7) days upon demand.
- XIII. To show courtesy and cooperate with auditors at all times.
- XIV. To be a co-signatory to all financial accounts.

F The Treasurer's duties shall include:

- I. Receive all **ASSOCIATION**'s monies and lodge same in the name of the ASSOCIATION in an account opened in the name of ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION.
- II. Shall be responsible for the management and disbursement of the Association's funds.
- III. Shall interface with the Association's bankers.
- IV. Shall be the custodian of inventory for the Association and her audit records.
- V. Shall prepare and report to the National Executive Council, the Association's regular financial documents and statements in respect of Treasury activities.
- VI. To maintain and be accountable for books and records of receipts, disbursements, bank deposits, bank statements and financial reports of income and expenses.
- VII. To deposit money received into the Association's bank account within three (3) business days.
- VIII. To show courtesy and cooperate with auditors at all times.
- IX. To be a co-signatory to all financial accounts.

G The Provost's duties shall include:

- I. To serve as a meeting moderator and to maintain order during a meeting.
- II. To keep time during meetings and to ensure that the meeting stays on schedule.
- III. To impose fines for conduct considered disruptive to the meeting proceedings; and to have such fines applied to the member's financial obligation to the Association. No fine shall be levied without first administering a warning; and no fine for any single infraction shall exceed an amount to be determined by the NEC.
- IV. To control and modify other behavior which impedes deliberations.
- V. To determine and enforce the time allotment for a member to have the floor.
- VI. To deliver records to the Financial Secretary of all fines imposed during a meeting.
- VII. To serve as the Lead Administrator for the Association website, all social media and networking platforms and monitor activities on such sites in order to ensure the proper conduct of meetings, positive interactions between members, and enforce discipline during such interactions.

H The Public Relations Officer's duties shall include:

- I. Shall promote the good image of the Association as well as publicize all her activities.
- II. Enhance the standard and good name of the school and Association through career development and role modeling in the society.
- III. To investigate and communicate to the Association the avenues through which funds can be raised for the Association.
- IV. She shall also do all lawful duties of Public Relations Officer.

I The Welfare/Social Officer's duties shall include:

- I. Shall organize all social activities of the Association, e.g., arranging and coordinating tours, excursions, reunions, etc, in liaison with zones.
- II. Coordinate alumni awards or prizes sponsored by or through the Association.
- III. Monitor, oversee and coordinate the welfare of members of the Association and report back to the National Executive Council.
- IV. Encourage good fellowship among members and liaise with zones.
- V. To organize all social activities of the Association.
- VI. To coordinate alumni awards or prizes sponsored by or through the Association.
- VII. To monitor, oversee and coordinate the welfare of members of the Association and report back to the National Executive Council.
- VIII. To assist the Vice President to facilitate community and communication between the members.

J The Legal Adviser's duties shall include:

- I. Shall advise the National Executive Council and the BOT on all legal matters.
- II. To provide all legal services as and when needed for the Association.
- III. To guide the Association against any matters that may constitute a legal suit.
- IV. To review and interpret legal documents to the membership and advise accordingly

11.2.5 Tenure of the National Executive Council Members:

The National Executive Council members, hereinafter referred to as 'The National Officers' shall be known as THE NATIONAL OFFICERS OF AGGSAAWA and shall hold office for two (2) years subject to a maximum of 2 (two) tenures if re-elected by the general assembly.

A national officer shall cease to hold office if she:

- I. Resigns her office;
- II. Ceases to be an active financial member (Change in Membership Status)
- III. Ceases to be a member of the AGGS ASABA ALUMNI WWA:
- IV. Becomes insane;
- V. Is declared officially bankrupt;
- VI. Is convicted of a crime or other offence involving fraud or dishonesty by a Court of competent jurisdiction;
- VII. Is recommended for removal from office by two-thirds majority vote of the members present and voting at a plenary session/general meeting.

11.2.6 Filling of Vacancy among the National Officers (NEC):

Upon a vacancy occurring in the member of NEC, the ZEC of the affected zone in consultation with the membership of the zone of the affected zone shall nominate a

new member to serve the rest of the term. Such an appointment must be ratified by 2/3 of the members present at ad hoc general assembly of the affected zone.

11.3 The Board of Trustees Composition and Appointment:

The Trustees for the Association who shall be active financial members shall be nominated by the ZEC and ratified by the representative zones by 2/3 majority at zonal general assembly. The Board of Trustees of the Association shall include representative of each zone and shall be a total of eleven (11) members.

An incumbent President of the Association automatically becomes a member of the BOT but shall never be elected Chairman of the BOT. The President's membership as BOT automatically terminates at the end of her tenure as President of NEC.

The additional slot required to maintain an odd number of BOT members shall be assigned and rotated between zones.

11.3.1 Tenure of the BOT Members:

Trustees hereinafter referred to as 'The Trustees' shall be known as THE BOARD OF TRUSTEES OF AGGS ASABA ALUMNI WWA.

The trustees shall hold office for three (3) years subject to a maximum of 2 (two) tenures if reappointed by the Zone. A trustee shall cease to hold office if she:

- I. Resigns her office;
- II. Ceases to be an active financial member (Change in Membership Status)
- III. Ceases to be a member of the AGGS ASABA ALUMNI WWA;
- IV. Becomes insane;
- V. Is declared officially bankrupt;
- VI. Is convicted of a crime or other offence involving fraud or dishonesty by a Court of competent jurisdiction;
- VII. Is recommended for removal from office by two-thirds majority vote of the members present and voting at a plenary session/general meeting.
- VIII. Is recommended for removal from office by decision of at least two-thirds of the other members of the Board of Trustees.
- IX. Is recommended for removal from office by the ZEC and ratified by two-thirds majority of the zonal members at the meeting. A Vote of no confidence must be passed by members of her zone on grounds of acts grossly inconsistent with the interest of the zone she is representing on the board.

11.3.2 Filling of vacancy among the Trustees:

Upon a vacancy occurring in the member of Trustees, the affected zone (ZEC) shall nominate a new member to serve the rest of the term. Such nomination shall be ratified by 2/3 majority of the members present at an ad hoc zonal general assembly.

11.3.3 Functions, duties, and powers of the Trustees:

- I. The Board of Trustees shall have the powers to:
Ensure compliance with all legal requirements for proper documentation of the affairs of the Association as provided by the act;
- II. Acquire and hold in trust all real properties belonging to the Association and procure on her behalf real property subject to provisions in this constitution;
- III. Review and approve annual budgets submitted by the NEC by January 31st of each year.
- IV. Consider and approve recommendations made to it by the National Executive Council;
- V. The Trustees shall act in good faith at all times in the interest of the Association.
- VI. The Trustees shall serve as advisory body to the NEC.
- VII. Ensure that all the Association's activities are within the law.
- VIII. Ensure accountability as required by law and to donors, beneficiaries, staff, volunteers, and the members.
- IX. Ensure that all the Association's activities come within its objectives and powers as stated by the constitution.
- X. Determine the Association's mission, purpose, strategic direction and guard its ethos and values.
- XI. Review and approve budgets for national projects and monitor financial performance.
- XII. If the Association employs staff, annually review her salary and other benefits Act as a 'court of appeal' on personnel matters.
- XIII. In case of the death, resignation, removal from office of any BOT member, all books, papers, vouchers, money and other properties of whatever kind in her possession or under her control belong to and must be returned to the Association.

11.3.4 Meetings of the Board of Trustees:

- I. The Board of Trustees shall elect one of the members to be the Chairman and another to be Secretary.
- II. The Trustees shall meet at least once every year.
- III. Decisions of the Trustees shall be by simple majority of members present except as may be hereinafter provided.
- IV. The quorum of the Trustees shall be not less than 6 of the members, since there are 9 members.
- V. The Trustees shall make such rules as they deem necessary for proper conduct of their meetings.

11.4 The Zonal Executive Council

The Zonal Executive Council shall be elected by members of their zones to manage their respective zones.

To be eligible to vote and run for office in a zone, a member must be an active financial member of the zone.

Where there is a conflict between the National Constitution and Zonal Constitution, the provision of the National Constitution takes precedence.

11.5 Standing and Ad Hoc Committees

The NEC shall constitute standing committees with members drawn from the zones. The

terms of reference for such committees shall be established by the NEC.

11.6 Annual or bi-annual joint sessions between the NEC, BOT and ZEC:

The President of the NEC shall convene a joint session of the National Officers, the Trustees and the Zonal Officers at least once a year at a place, time, and via any appropriate media.

11.7 Qualifications to hold a national office:

- I. A member of the Association, irrespective of age, year or graduation, religion or ethnic background, shall be qualified to hold a National Office if she is sponsored/nominated for the particular National Office by the zonal general assembly
- II. Must be an active member for at least 12 months and must meet all the financial obligations (dues and levies) due to the Association at the time of the nomination.
- III. She must not have been indicted for any misconduct.
- IV. Effective January 1, 2017, a member can only occupy one executive position in the Association. A member of ZEC cannot be a member of NEC or vice versa.

11.8 Common Seal of the Association:

The **ASSOCIATION** shall have a common seal of which two copies shall be made: one copy for the BOT and another copy for the NEC. The custodians of the common seal shall be the National Executive Council Secretary-General for the NEC and the BOT Secretary for the Trustees. Both shall produce the seal when required for use by The National Officers and the TRUSTEES. The seal will be used to authenticate all vital documents of the ASSOCIATION.

11.9 Signing of official documents:

- I. All documents required to be executed by the Trustees shall be signed by at least two Trustees for the BOT and sealed with the common seal.
- II. All documents required to be executed by the National Executive Council shall be signed by the NEC President and the NEC Secretary General and sealed with the common seal.

11.10: Procedures at Meetings:

All National Executive Council members are obliged to attend all Executive and general meetings. The NEC may regulate its meetings and proceedings as it finds fit, subject to the following:

- I. The President shall chair all meetings of the NEC.
- II. The BOT chairman shall chair all BOT meetings.
- III. The Zonal Coordinators shall chair the ZEC meetings.
- IV. Meetings of the NEC, BOT, ZEC may be conducted face-to-face or electronically as deemed fit and appropriate.

- V. If the President is not present within fifteen minutes of the appointed time of the meeting, the Vice-President shall chair such meeting. In both their absences, the NEC members present at the meeting shall elect a President for that meeting.
- VI. If the BOT Chairman is not present within fifteen minutes of the appointed time of the meeting, the BOT Secretary shall chair such meetings. In both absences, the other BOT members present at the meeting shall elect a Chairman for that meeting.
- VII. If the Zonal Coordinator is not present within fifteen minutes of the appointed time of the meeting, the Assistant Zonal Coordinator shall chair the meeting. In both absences, the members present shall elect a ZC for that meeting.
- VIII. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the President shall have a casting or second vote.
- IX. If no quorum is present, the NEC, BOT, or ZEC may make no decision, except to preserve the assets of the Association and to call a meeting of the general members.
- X. Each NEC, BOT, or ZEC member present or represented through written proxy shall have one vote.
- XI. Proper minutes and attendance records must be kept of all meetings of the organs of the Association. The President for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary or the Vice-Secretary.
- XII. A resolution signed by all members of the NEC, BOT, or ZEC shall be as valid as if passed at duly convened meeting of the NEC, BOT, or ZEC.

11.11 Conflict of Interests:

Any actual, potential or perceived conflict of interest on the part of any member of the NEC, BOT, or ZEC, on a matter pertaining to the Association, must be disclosed in writing to the NEC which shall record such conflict of interest in the minutes of its meeting. Such member may be requested by the NEC to state her position in the matter or to respond to pertinent questions, but shall not vote or use her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

11.12 Confidentiality:

All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the BOT, NEC, and ZEC must be treated as confidential and only the actual decisions may be disclosed to the general public.

ARTICLE 12: ELECTIONS

The NEC shall constitute a body i.e. Electoral Committee drawn from all the zones to handle or conduct elections for all the executive posts. Any member seeking to be elected shall be proved a regular, having been a member for 12 months and active financial member of the ASSOCIATION.

- I. A term of office shall be allowed for two (2) years with possibility of re-election for an additional two (2) years if the officer is re-nominated by the ZEC.
- II. All officers except the Auditor and Assistant auditor shall be elected. Election of office shall be conducted on simple majority vote from registered and financial members.
- III. No serving officers of **NEC, BOT and ZEC** shall be a member of the Electoral Committee conduct election for vacant positions.
- IV. When an executive resigns or leaves the Association, an emergency election will be organized and overseen by the remaining members of the Executive Council to fill the vacated office for the remainder of the term. If the vacated office is that of the President, the Vice President shall automatically assume the Presidency immediately and a new Vice President shall be elected. If the vacated office is that of the Zonal Coordinator, the Assistant Zonal Coordinator shall automatically assume the position of Zonal Coordinator immediately and a new Assistant Zonal Coordinator shall be elected.
- V. Elections shall be held in the month of December of an election year. An election year shall be the last year that the incumbent NEC, ZEC OR BOT is in office.
- VI. Notice of an election shall be delivered to the members at least seven (7) days in advance, and shall designate the date, time, venue and positions in contest.
- VII. Elections shall be conducted by secret ballot at each zone on the same day. Absentee ballots shall be valid and must be delivered to the Electoral Committee in writing no later than seventy-two (72) hours before the election.
- VIII. Eligible voters shall have the right to nominate candidates for offices.
- IX. Eligible voters may nominate no more than three (3) candidates. Each nomination must be seconded by another active member to be valid.
- X. Each eligible voter may cast no more than one (1) ballot in any one contest, and may vote for no more than one (1) candidate for any one office.
- XI. An incumbent may run for reelection to the same office once equaling no more than two (2) consecutive terms for a total of no more than four (4) years. After two (2) consecutive terms, she must step down for one (1) term to be eligible to contest for that position again.
- XII. A BOT incumbent may be re-nominated by the ZEC to the same office once equaling no more than two (2) consecutive terms for a total of no more than six (6) years. After two (2) consecutive terms, the Trustee must step down for one (1) term (3 years) to be eligible for nomination for that position again or for any other position in the Association.
- XIII. A trustee shall be declared upon ratification by 2/3 majority of the zonal general assembly.
- XIV. There shall be no appointed members of the Executive Council; however, the President may appoint special committee(s) and their chairperson and members.
- XV. Each Administration shall be audited via an external auditor one (1) month before the end of their term to ensure smooth transition to a new term.
- XVI. Election of the Executive members shall be categorized in this manner:
 - a. Nigeria shall provide: the National President, National Treasurer, National Assistant Secretary-General, and the Public Relations Officer.
 - b. The Great Britain/Ireland shall provide: the Social/Welfare Officer, Secretary-General, and Legal Adviser.
 - c. The United States of America and Canada shall provide: the Vice President, Financial Secretary, and the Provost.
 - d. The offices between the United Kingdom/Ireland and the US/Canada shall be rotational on every election year.

- XVII. As new zones are established all over the world, positions currently zoned to the United States of America/Canada and Great Britain/Ireland shall be re-zoned or alternated as appropriate to ensure full participation by all members. If the new zone rejects the allocated position, the National Executive Council shall determine which zone to allocate such a position.
- XVIII. Members in each zone in Nigeria shall be eligible to run for the positions zoned to Nigeria in accordance with provisions of the constitution and guidelines from the Electoral Committee.
- XIX. All members of the NEC shall be active financial members of the Association. The NEC shall be elected by the members of the Association. Such election shall be held on the same day in all the existing zones at the time of the election. Candidates nominated for election shall declare any known criminal convictions or pending convictions.
- XX. A member of the NEC or BOT may resign from office in writing. The NEC or BOT member shall be disqualified from office upon termination of membership to the Association or becoming incapable by reason of mental illness. A member can be removed from office through a two-thirds resolution of the total membership of the appropriate organ of the Association.
- XXI. The NEC may delegate any of its powers or functions to a committee or member(s) of the Association provided that: such delegation and conditions are reflected in the minutes for that meeting, at least one Board member serve on the committee, the Board in advance approves all expenditure incurred by the committee or member, and the Governing Board may revoke the delegation or amend the conditions.

ARTICLE 13: ELECTORAL COMMITTEE

- I. The electoral committee shall operate as an ad hoc committee, independent of any governing body and shall be unbiased and neutral at all times.
- II. The electoral committee shall consist of seven (7) members drawn from the zones and elected by the membership of their zones each election year or as otherwise prescribed by the Association.
- III. Members of the electoral committee shall not be current members of the Executive Council and shall not be eligible to contest for offices.
- IV. The electoral committee shall organize the electoral process, working in accordance with the Constitution and independent of any outside party. They shall outline electoral rules for the candidates and general membership and provide guidelines for candidates.
- V. The electoral committee shall compile the list of eligible voters and candidates.
- VI. The electoral committee shall be responsible for administering a fair election. This shall include, but is not limited, to presiding over elections, accepting nominations for office, ensuring that the election is democratic, tabulating ballots, and declaring the elected candidates.

- VII. The electoral committee shall ensure smooth transition of power between the outgoing Executive Council and the newly elected Executive Council. This shall include a thorough audit of the outgoing administration.

ARTICLE 14: VOTE OF NO-CONFIDENCE

- I. A vote of no-confidence shall be passed on an executive member in the general meeting
- II. on the grounds of:
- III. Ineffectiveness, fraud, corruption and embezzlement.
- IV. Violation of the Code of Conduct as defined in Article 21.
- V. Acts grossly not conducive to the interests of the Association. A motion for a vote of no-confidence must be made in writing and must outline the specific allegations constituting grounds for impeachment.
- VI. If a vote of no-confidence request has been made in writing against an executive member and seconded on the floor, the executive member shall be given an opportunity to defend herself before the general membership
- VII. A vote of no-confidence shall be conducted by a private ballot vote. Absentee ballots shall be valid and must be delivered to the Executive Council in writing, and may not be shared with the accused party.
- VIII. A vote of no-confidence shall be passed by a two-thirds (2/3) majority of the votes received from the eligible membership; provided that all eligible voting members are notified of the vote at least seven (7) days prior to the meeting.
- IX. After a vote of no-confidence is passed, the executive member shall be immediately notified of her termination from the Association's Executive Council.
- X. An executive member who receives a vote of no-confidence shall also be banned from running for or holding any office for a period of two (2) years from the date of the vote of no-confidence.
- XI. After the two-year no-confidence period has passed, the member shall be reevaluated by the membership at a general meeting, and may be declared eligible to run for office with a simple majority of the membership. If she is not declared eligible, she may introduce a motion for re-evaluation at any general meeting.

ARTICLE 15: EMERGENCY MEETINGS

- I. The President in consultation with the NEC has the power to summon emergency meetings of the ASSOCIATION whenever she deems it fit, in the interest of the ASSOCIATION.

- II. Notice of the emergency meeting shall be conveyed to all members by the secretary no later than 7 days before the meeting.
- III. Two-third ($\frac{2}{3}$) or simple majority of the entire membership of the ASSOCIATION shall constitute a quorum at its emergency meetings.
- IV. Procedures of any general emergency meeting may not necessarily follow that of the ORGANISATION.

ARTICLE 16: NATIONAL EXECUTIVE COUNCIL MEETINGS

- I. The meeting of the National Executive Council shall be held as often as occasion demands.
- II. The quorum at an Executive Meeting shall be two-third ($\frac{2}{3}$) of members.

ARTICLE 17: JOINT SESSIONS OF THE NEC AND ZEC

- I. A joint session of the National Executive Council and the Zonal Executive Council shall be held as agreed from time to time, (at least) once in Four (4) months to set the agenda for the year and review progress made towards achieving the set goals.
- II. The National Executive Council shall decide the quorum of the joint sessions.

ARTICLE 18: GENERAL ASSEMBLY

18.1 Annual General Meetings:

All Annual General Meetings (AGMs) must be held six months of the Association's financial year-end. The venue shall be at the Zone of the incumbent National President. At least twenty-one days' written notice must be given to all members stating the date, time, place and business of the AGM, which business must include:

- I. The President's report,
- II. The presentation of the Association's Annual Financial Statements;
- III. The appointment of Auditors, and other appropriate matters
- IV. The General Meeting shall be the supreme body of the ASSOCIATION.
- V. The agenda for the General Meeting shall be prepared by the National Executive Council.
- VI. The accidental omission to address notices to any member shall not nullify the proceedings of any meeting.
- VII. A member present in person at any meeting shall be deemed to have received notice of such meeting.
- VIII. If posted, notices shall be deemed to have been received seven days after posting.
- IX. The President shall chair all the meetings.
- X. As the need arises, emergency meetings and special meetings may be summoned by the President with full consultation of members of the Executive Council. Notice of ad hoc

and special meetings shall be delivered to the members at least seven (7) days in advance via appropriate media as determined by the NEC. Such notices shall designate the date, time and venue of the meeting.

- XI. Notice of emergency meetings shall be delivered to the members at least three (3) days in advance via appropriate media as determined by the NEC. Such notices shall designate the date, time, venue, purpose and agenda of the meeting.
- XII. All official decisions of the membership shall be made in an official meeting as outlined in this CONSTITUTION.
- XIII. Barring any objection, the minutes of each meeting shall be considered adopted after they have been presented to the Association, moved for adoption and seconded. Minutes, annotated with objections, shall be adopted with a two-thirds (2/3) majority vote of the members in attendance at both the recorded meeting and the presentation.

18.2 Powers of the General Meetings:

The members in a properly convened General Meeting of the Association form the highest decision-making structure of the Association as set out in this Constitution. While a General Meeting is in progress, members may review, approve or amend any decision taken by the NEC at that meeting. However, members shall not review, reapprove, or amend any other decisions adopted at previous General Meetings in accordance with the provisions of this Constitution.

18.3 National Convention

The NEC in collaboration with the ZEC shall deliberate and select a zone to host the National Convention on a rotational basis once every two (2) years.

The Convention shall replace the Annual General Meeting in the year that it is held.

ARTICLE 19: QUORUM

- I. One quarter (1/4) of the active, non-financial and associate membership shall constitute a quorum for general meetings and special meetings.
- II. In emergency meetings, one-fifth (1/5) of active, non-financial and associate members shall constitute a quorum. Members shall be contacted at least three (3) days in advance. Members may be contacted for emergency meetings by either telephone call, email or text message or other appropriate media as may be determined by the NEC.
- III. The quorum for General Meetings of the Association shall be one quarter of the members of the Association.

- IV. If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within fourteen days thereafter. Notice, as provided for under the constitution, must be given to all members of the Association of such adjournment.
- V. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present, or represented by proxy, shall deem to constitute a quorum for that meeting.
- VI. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot can be demanded by not less than one third the members present, or represented by proxy. A proxy must be registered with the NEC, ZEC, depending on the type of election, or the Electoral Committee fourteen (14) days prior to the election.
- VII. Each active financial member present or represented by proxy shall be entitled to one (1) vote.
- VIII. Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the President shall have a casting or second vote.
- IX. Proper minutes and attendance records must be kept of all General Meetings. The President must sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary or the Vice-Secretary.

ARTICLE 20: MEETING ROOM CONDUCT

In order to maintain orderliness, time schedule, and respect for each other at the meeting, the following rules will be enforced at every meeting:

- I. Meetings must commence at the scheduled time. If at the scheduled time it is determined that the required quorum is not in attendance, the meeting must commence as soon as a quorum is assembled. A specific intended end time is to be established at the commencement of the meeting.
- II. At the commencement of the meeting all pagers and cell phones shall be silenced. No member shall disrupt the meeting with the use of electronic devices.
- III. Food and drinks may be served at the discretion of the host.
- IV. Noisemaking will not be allowed during meetings. A member may have the floor only when the Provost or President gives permission. By no means should any member that has the floor be disrespected. A member can only challenge or question individual ideas or suggestions when she has the floor.
- V. Any serious grievance shall be forwarded to the Association's National Executive Council. The President shall then appoint a grievance committee which in turn will deliberate on the issue and recommend an action which shall be voted upon by the membership.
- VI. Speaking upon any matter before it is properly brought before the membership by a motion is not allowed.
- VII. Disturbance in any way when a speaker is on the floor during meetings is not allowed.
- VIII. Contravening the above rules and disrupting meeting proceedings will attract fines deemed appropriate by the NEC.

ARTICLE 21 : CODE OF CONDUCT

- I. All members shall subscribe to, and at all times protect and uphold the Constitution and its bylaws. The Association shall make available electronic copy of the constitution to all members.
- II. No member shall engage in conduct involving dishonesty, fraud, deceit, misrepresentation or illegal conduct involving moral turpitude (shameful or bad character) or any use of rude, offensive, and abusive language or images-.
- III. Any member authorized to act as an agent for the association shall, as a duty, exercise due care in all of her communications and dealings, to separate the Association's business from her personal business. Such member shall render proper expense account to the Association failing which the Association shall suspend the member and impose restitution of the funds. The Association reserves the right to seek redress as deemed appropriate.
- IV. No member shall use her official position in the Association to obtain a special advantage for herself or for someone else under circumstances where she knows, or it is obvious, that such action is not in the best interest of the Association. When there is doubt or an appearance of impropriety of an act, it shall be referred to the National Executive Council for thorough investigation and adjudication.
- V. No member shall use the Association's registered name and proprietary materials to set up a parallel Association, conduct her personal business, solicit funds from local and foreign governments, local and foreign NGOs, local and foreign corporations, and individuals for her own use. If a member contravenes this provision, the Association shall suspend such member and impose restitution of the funds obtained and return of the proprietary materials to the Association failing which the Association shall seek redress as deemed appropriate.
- VI. Members shall address their seniors as sisters as was the practice at AGGS, Asaba. Seniority is determined by each member's year of graduation to the school.
- VII. No member shall be discriminated against based on age, religion, ethnicity, and year of graduation for any benefits and to hold any office or position in the Association.
- VIII. A disciplinary committee shall be put in place to address all issues of misconduct. The committee members will be appointed by majority vote of the executive council. The committee will consist of five (5) members which will include the National Provost and the Zonal Provost of the erring member's zone.
- IX. All notices terms of this constitution must be given to members in writing (personally, post or electronic communication) to the address provided by the members.
- X. Any member of the ASSOCIATION whose activity contravenes the aims and objectives of the ASSOCIATION shall be disciplined at the General Meeting on the recommendation of the National Executive Council.
- XI. There shall be a disciplinary committee set up by the National Executive Council to consider all cases of discipline.

21.1 CONFLICT RESOLUTIONS

Where there is an unresolved dispute, between the NEC, BOT and ZEC, the NEC shall set up an ad hoc reconciliation committee to arbitrate and adjudicate such unresolved matters.

Where such matters still remain unresolved, the Association or the affected member(s) may seek redress as appropriate

ARTICLE 22: SOURCES OF FUND

The sources of income for the Association shall include:

- I. Quarterly subscription from the zones which shall be decided at the joint meeting of the NEC, BOT, and ZEC
- II. Donations sought from individuals, corporate bodies, organizations and members within
- III. Fund raising activities
- IV. Revenue from investments made by the Association
- V. Income earned generated through organizing seminars, workshops and sale of publications
- VI. Levies and Fines
- VII. Funds generated through any other lawful means available to the Association

ARTICLE 23: PROJECTS, FUNDING AND WELFARE SUPPORT

- I. **Projects:**
The National Executive Council shall propose national projects and cause such projects ideas to be voted on by the zones before the implementation of such projects.
The zones shall also propose ideas for national projects to the National Executive Council. Where they are more than one proposal from the zones, the NEC shall cause such proposals to be voted upon by the general assembly in their various zones to select the project to embark on.
- II. **Funding**
Projects shall be funded through Subscription, Levy/Contributions and Fund raising
The money contributed in the zones should remain and be used by the zone for zonal activities and also to pay National subscriptions and levies.
- III. The NEC in collaboration with the ZEC shall deliberate and select a zone to host the National fund raising convention, on a rotational basis once every two (2) years. The NEC and the ZEC shall determine the sharing formula between the NEC and the host zone for funds raised during such a convention.
The Convention will replace the Annual General Meeting in the year that it is held.
- IV. **Welfare for members:**
 - a. **National support** for members during the bereavement of a member or member's immediate family such as spouse, children, father, and mother shall be determined by the NEC.
 - b. **Zonal support** for members during marriage of a member, member's children's marriages, birth, terminal illness, shall be determined by the ZEC.

ARTICLE 24: FINANCES AND REPORTS

- I. **Bank Account:** The NEC must open a bank account in the name of the Association with a registered Bank.
- II. **Disbursement of funds:** Three persons shall be authorized to sign cheques with two signatures required at any given time. The signatories shall be the President of the NEC and the Treasurer of the NEC. If any of them is absent, the Financial Secretary shall be the second signatory.
- III. Unless otherwise determined by the membership, all benefits shall be disbursed to the member in need within no more than sixty (60) days of the notification to the membership of the eligible benefit, or the approval by the membership of the discretionary benefit.
- IV. All financial arrears of the member's obligation to the Association as at the date of the need will be deducted from the member's benefit before any disbursement shall be made. All disbursements shall be made by cheque unless specifically otherwise mandated by the membership.
- V. The President of the NEC and the Secretary-General shall execute documents requiring signatures on behalf of the Association.
- VI. **Financial year-end:** The financial year for the Association is a twelve-month period that ends shall be end of December 31st.
- VII. **Financial Report:** The NEC must ensure that proper records , books of account and financial year report are compiled by an independent practicing auditor registered in terms of the Auditing Profession Act stating whether or not the financial statements of the Association are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied during preparation of the financial statements and that the Association has complied with the financial provisions of this constitution.
- VIII. **The Auditors:**
 - a. Three members of the Association with accounting knowledge and background shall be appointed annually at the General Meeting to act as Internal Auditors and audit the account of the ASSOCIATION and present quarterly report to the members of the ASSOCIATION at the General Meeting.
 - b. Independent, qualified, licensed, and external Audit firm shall be appointed by the general meeting to audit the financial records of the Association annually and submit an audited report to the Annual General Meeting of the Association.
 - c. The audited financial statements (balance sheet and income and expenditure account) duly certified by the independent auditors shall be annexed to the annual returns and filed with the Corporate Affairs Commission.

ARTICLE 25: SUBSCRIPTIONS:

- I. The zones shall pay a quarterly (every three months) subscription fee to the National Executive Council of an amount to be determined yearly at a joint session of the National Executive Council, BOT, and Zonal Coordinators. This fee shall be paid no later than the end of the months of March, June, September, and December of each year. For this purpose, the zones shall submit a report of their active members to the NEC at the end of every quarter.

- II. The zones shall also pay levies to the National Executive Council as the need may arise.

ARTICLE 26: MISCELLANEOUS

26.1 Custody of Assets

The Association's other tangible assets (other than cash) and proprietary Materials shall be recorded and held in custody by the National Secretary-General who will produce such assets when required.

26.2 Social Media Administration and Participation

- I. The administration of all of the Association's communication channels such as mail, WhatsApp, websites, Dropbox, Photo Gallery, Twitter, Facebook accounts, etc. will be managed by the National Provost who shall delegate the zonal administration duties to the member nominated by the ZEC.
- II. Participation: only members in good financial standing in their respective zones shall be added and be able to participate in the general forum.

26.2.1 Self-removal from social media forum:

If a member voluntarily withdraws from any of the forum, she must reapply to her Zonal Coordinator to be reinstated in the forum. The Zonal Coordinator shall, after satisfactory review of the application, instruct the zonal administrator, in this case, the Zonal Provost to reinstate the said member. The Zonal Administrator shall not unilaterally reinstate such member.

26.2.2 Inclusion of new members on social media for new members:

All new members must have the Zonal Coordinator's approval to be included in any social media.

26.2.3 Exclusion of member from the social media:

A member shall be excluded from the social media when she contravenes the code of conduct that guides meetings and interactions as stipulated in Articles 20 and 21 of this constitution. Such member may be reinstated after paying a fine in an amount to be determined by the NEC.

26.2.4 Informal groups:

Year groups, sets, or groups of friends can exist as independent social media groups with no affiliation to AGGSAAWA.

26.2.5 AGGSAAWA Facebook page:

Being member of the AGGSAAWA Facebook page does not confer full membership. All members on Facebook must register as full members with a zone and pay dues in order to obtain membership benefits, run for office, and vote in elections.

ARTICLE 27: AMENDMENTS

The **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION** shall have power to add, amend and resume, delete or reverse any further regulations to the approval of at least two-third ($\frac{2}{3}$) majority of the entire members of the ASSOCIATION at the General Meeting. Any amendments then will be forwarded to the Registrar General of Corporate Affairs Commission.

The Constitution shall be reviewed once every three years, prior to any amendment.

Following any review, any amendment shall be forwarded to the Registrar General of CAC.

27.1 CONSTITUTIONAL AMENDMENT

- I. All of the terms of this Constitution shall be binding on all members until such time that they are amended in accordance with these provisions
- II. Any proposed amendment to the Constitution must be in the form of a written proposed resolution and the consequent motion to amend the Constitution must be seconded and supported in a general meeting by a simple majority of the membership to qualify the motion for debate.
- III. At least twenty-one days' notice of the Meeting stating the nature of the resolution to be proposed must be given to all the members of the Association.
- IV. Absentee ballots shall be valid in a constitutional amendment vote and must be delivered to the Executive Council in writing.
- V. After debate, the resolution shall be deemed passed by a two-thirds ($\frac{2}{3}$) majority of the votes received from eligible membership; provided that all eligible voting members are notified of the vote at least seven (7) days prior to the meeting.
- VI. The Constitution shall be deemed amended to incorporate the resolution and the amendments shall take effect immediately upon execution of the resolution by the President, and either the Vice President or the Secretary General, or within sixty (60) days of the vote.

ARTICLE 28: DISSOLUTION OF THE ASSOCIATION

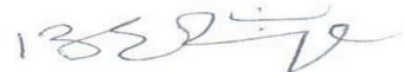
Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non- profit organization which the National Executive Council considers appropriate and which has objectives the same or similar to the objectives of the Association, and should the Association be exempt from the payment of any taxes and duties;

ARTICLE 29: SPECIAL CLAUSE

- I. The **INCOME AND PROPERTY** of the **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION**, whensoever derived shall be Applied solely towards the promotion of the objects of the **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION** as set forth in its 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 **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION**.
- II. **PROVIDED** that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any Officer or servant of the **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION** in return for any service actually rendered to The **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION** but so that no member of the National Executive Council, BOT, and Zonal Executive Council shall be appointed to any salaried office of the **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION** or any office of the **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION** paid by fees; and that no remuneration or other benefit in money or monies shall be given by the **ANGLICAN GIRLS GRAMMAR SCHOOL ASABA ALUMNI WORLDWIDE ASSOCIATION** to any member of such Council or Governing Body except repayment of out-of- pocket expenses or reasonable and proper rent for premises demised or let to the **ASSOCIATION**.
- III. Every member must register with a zone, be active and be in good financial standing on or before May 31st 2016 midnight Nigeria time. Any member who does not register by that date shall be removed from all the association social media platform.
- IV. **Amendment of the CAC registration documents:**
This constitution empowers the current NEC to take a **ONE TIME ONLY** action of amending the registration documents with the Corporate Affairs Commission (CAC) and replacing the constitution used for the registration with extracts from this present constitution that has been ratified and adopted by members. The NEC shall engage the services of a lawyer to complete the amendment process.

ARTICLE 30: INDEMNITY

- I. Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- II. Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of her office, unless it arises as a result of her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.


CHIEF MRS EWA NWOSU NWANZE

THE PRESIDENT (NEC)
DATE: 16/04/2016


IJEOMA ESTHER POPO

THE SECRETARY-GENERAL (NEC)
DATE: 16/04/2016