

**ARTICLES OF ASSOCIATION (CONSTITUTION)  
OF  
NIGERIANS IN DIASPORA ORGANISATION RUSSIA  
(NIDO-RUSSIA)**

**A RUSSIAN CHAPTER OF  
NIGERIANS IN DIASPORA ORGANISATION EUROPE  
(NIDOE)**



**Nigerians in Diaspora Organisation**

***NIDO Russia***

РЕГИОНАЛЬНОЙ ОБЩЕСТВЕННОЙ ОРГАНИЗАЦИЕЙ ПО СОДЕЙСТВИЮ СОЦИАЛЬНОЙ АДАПТАЦИИ НИГЕРИЙСКОЙ ДИАСПОРЫ «НИДО»

**Moscow, Russia, 2021**

***NIDO Russia***

*Adapted from the NIDOE Constitution as Adopted on November 12, 2016*

<b>CONTENTS</b>		
<b>PART 1</b>		
<b>DEFINITIONS AND INTERPRETATION</b>	Defined terms; Interpretations	Articles 1-2
<b>PART 2</b>		
<b>GENERAL</b>	Name; Aims and Objectives; Powers; Income and Property; Indemnity; Dissolution/ Winding up.	Articles 3 - 9
<b>PART 3</b>		
<b>MEMBERSHIP</b>	Criteria; Admission; Rights and Privileges; Cessation and Suspension	Articles 10-13
<b>PART 4</b>		
<b>FINANCE; ACCOUNTING AND AUDITORS</b>	Dues; Levies; Donations, Grants, Gifts, Accounting and Auditing	Articles 14 - 16
<b>PART 5</b>		
<b>ADMINISTRATIVE STRUCTURE AND ORGANS OF MANAGEMENT</b>	The General House; Executive Council: Elective offices; their Qualifications and Functions; Advisory Board/Patrons: Composition, Functions, Powers, Tenure, Resignation and Disqualification.	Articles 17 - 35
<b>PART 6</b>		
<b>COMMITTEES</b>	Standing and Ad-hoc Committees	Articles 36

<b>PART 7</b>		
<b>MEETINGS, PROCEDURES AND QUORUM</b>	General Meetings; Procedures; Notices; Quorum; Proxies; Voting; Rules and Proceedings at General Meetings	Articles 37 - 42
<b>PART 8</b>		
<b>ELECTIONS, ELECTORAL COMMITTEE: RULES AND PROCEDURES</b>	Elections; By-Elections; Rules; the Electoral Committee; Co- option of officers and Transition Committee.	Articles 43 - 47
<b>PART 9</b>		
<b>DISCIPLINE AND OTHER RELATED MATTERS</b>	Disciplinary Rule and Procedures, Penalties; Appeals.	Articles 48 - 49
<b>PART 10</b>		
<b>MISCELLANEOUS</b>	Recognitions; Awards, Aids; Bye- laws and Amendment.	Articles 50 - 54

**PART 1:**  
**DEFINITIONS AND INTERPRETATION**

**1 Defined Terms:**

In these Articles of Association, unless the context requires otherwise:

- 1.1 **“Application Fee”** means the fee for joining membership of the Organisation payable once only, that may be revised from time to time by the Annual General Meeting or any other General Meeting of the Organisation and payable before one can become a Member;
- 1.2 **“Application Form”** means all document(s) nominated by the Organisation to be completed by all individuals or corporate bodies applying to become a Member;
- 1.3 **“Articles”** means the Organisation’s articles of association;
- 1.5. **“Code of Conduct”** means the guiding rules of the Organisation written or amended and adopted from time to time by the Chapter Executive Council or any Committee as appropriate for the proper management of their activities; for the avoidance of doubt, the Code of Conduct shall not form part of these Articles;
- 1.6 **“Due Date”** means **April 1** each year; or any date as stipulated by appropriate laws and guidelines or agreed by the Chapter Executive Council;
- 1.7 **“Full Member”** or **“Financial Member”** means a Member that has paid all his/her Annual dues, settled any outstanding debts and has carried out all his/her obligations to the Organisation.
- 1.8 **“Good Standing”** means abiding to the Constitution of the Organisation, observing the Code of Conducts and generally acting in a suitable manner so as not to bring the Organisation into disrepute and by making prompt payments of the Annual Subscription and all other monies due to the Organisation;
- 1.9 **“Membership Annual Dues”** means the yearly membership subscription fees payable by members of the Organisation that may be revised from time to time, taking into consideration the mandatory fixed amount to be remitted to the Headquarters per registered member;
- 1.10 **“Month”** means a calendar month;
- 1.11 **“Headquarters or Central or Center or Centre”** means NIDO Europe

central body and its governing body;

## **2 Interpretation**

In this document where the context admits:

2.1 Expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in the visible form;

2.2 Unless the context otherwise requires, any words importing the singular number only shall include the plural number and vice versa;

2.3 Words importing the masculine gender only shall include the feminine gender and words importing persons shall include incorporated and unincorporated organisations;

2.4 Subject as aforesaid, any words or expressions defined in the Act in force at the date on which these Articles become binding on the Organisation shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

### **PART 2: GENERAL**

## **3 The Name:**

The name of the Organisation is Nigerians in Diaspora Organisation Russia (NIDO Russia). Hereinafter referred to as “the Organisation”.

## **4 Aims and Objectives of the Organisation:**

The Organisation acts as a Chapter of the European arm of the Nigerians In Diaspora Organisation (NIDO Europe). Alongside its other sister organisations in Europe and worldwide, it has the following aims and objectives:

4.1 The Organisation is a non-governmental, non-political and non-ethnic organisation, which aims to provide an establishment and a forum to enable Nigerians living in Russia to participate fully, objectively and measurably in the process of visioning, planning and promotion of democracy, social, economic, educational, training, industrial and cultural development and good governance of Nigeria.

4.2 The Organisation has the mission to facilitate and galvanize the human and economic resources of individual Nigerians and all Nigerian

professional, business and community organisations in Russia towards the national development of Nigeria.

4.3 The Organisation aims to undertake all necessary activities including forming relationships, alliances and partnerships with governmental and non-governmental organisations, including other chapters of Nigerians In Diaspora Organisations (NIDO) and other agencies in pursuance of the aims and objectives of the Organisation.

4.4 The Organisation shall pursue the following objectives of:

4.4.1 Promoting and assisting business and investment drive to Nigeria;

4.4.2 Promoting and enhancing a good image for Nigeria in Russia in all its ramifications by whatever ethical and legitimate means that are feasible;

4.4.3 Establishing and maintaining of close liaison with the Nigerian and Russian governments and any other representative bodies pursuing similar objectives in whole or in part with the Organisation;

4.4.4 Encouraging working-partnership, and networking amongst people of Nigerian descent living in Russia and elsewhere in the world;

4.4.5 Serving as technical advisers, partners and acting as catalysts with Nigerian government agencies, charities, and non-governmental organisations, and other interested parties with respect to formulation of policies, development and implementation of social and economic programmes;

4.4.6 Promoting the principles of equal opportunity and good relations between persons of different ethnic and racial group in the communities of Nigerians in Diaspora;

4.4.7 Recognising and defending the legitimate human, social and professional rights of all members of the Organisation.

## **5 Powers of the Organisation:**

In furtherance to the above objectives, the Organisation shall exercise the following powers:

5.1 To establish and operate a secretariat in Moscow and establish Regional coordinating units within Russia as may be necessary;

5.2 To build up a database of Nigerians in Russia and use such database for the benefit of Nigeria, Nigerians, public and private sector organisations and institutions either in Nigeria or outside Nigeria that

are working in the interest of social, economic, democratic or cultural development of Nigeria;

- 5.3 To arrange meetings, conferences and functions in Nigeria, Russia and in collaboration with sister organisations elsewhere in the world and to conduct gatherings of specialist groups, community groups, voluntary organisations, government departments, statutory and non-statutory authorities, businesses and individuals when necessary with the aim of encouraging members to meet and discuss matters of mutual concern and issues relating to Nigeria and to the objectives of the Organisation;
- 5.4 To collect and to print, and sell when appropriate, publish, issue such papers, books, periodicals, pamphlets or other documents or films, or recorded tapes (whether audio or visual including digital or/and electronic formats) and circulate to its members and others the views of the Organisation, events affecting Nigerians in Russia and elsewhere and events in Nigeria and any other matter of common interest to Nigerians in general including relevant information about democratic, social, economic and cultural matters in Nigeria and Russia;
- 5.5 To assist and receive assistance from any such organisations, charitable associations, trust, society or bodies incorporated or unincorporated in furtherance of the objectives of the Organisation;
- 5.6 To establish, finance and manage, whether in Russia or elsewhere, any charitable or non-charitable body, association or organisation (whether incorporated or unincorporated) to carry out the objectives within the territory of Russia;
- 5.7 To establish investment fund(s) and encourage Nigerians in Diaspora to invest in strategically viable business projects in Nigeria and enhance know-how and capital inflow into Nigeria;
- 5.8 To obtain, collect and receive money and raise funds and to invite and receive funds or contributions from any persons (individual or corporate) by way of subscriptions/dues or otherwise;
- 5.9 To employ such staff to supervise, organise and carry out any work in carrying out the Objectives of the Organisation and to pay such fees or remunerations as may be expedient;
- 5.10 To give financial assistance, with or without collateral, by way of loans, donations or subscriptions or otherwise to any charitable association, trust, society, individual or corporation for the purpose of furthering the Objectives of the Organisation;
- 5.11 To raise any money that may be deemed necessary and in particular by the issue of bonds, debentures, bills of exchange,

promissory notes or other obligations or securities of the Organisation or by mortgage or charge of all or part of the property of the Organisation; and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments and to operate bank accounts;

5.12 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of the objectives of the Organisation, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the Objectives of the Organisation;

5.13 To invest the moneys of the Organisation not immediately required for the Objectives of the Organisation in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be imposed by internal rules of the organisation or required by prevailing law; and

5.14 To generally do all such things as are incidental or conducive to the attainment of the above Objectives of the Organisation or any one of them either as principal, agent, trustee or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others PROVIDED THAT in case the Organisation shall take or hold any property which may be subject to any trusts, the Organisation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

## **6 Income and Property of the Organisation:**

6.1 The income and the property of the Organisation shall be applied solely towards the promotion of its objectives 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 to members or management of the Organisation.

6.2 No members of the Executive Council of the Organisation shall be paid salary or fees, or receive any remunerations or other benefits in cash or cash equivalents by the Organisation, except as:

6.2.1 Reasonable and proper remuneration to any member, officer or servant of the Organisation (not being a member of its Management or Governing Body) for any services rendered to the Organisation;

6.2.2 Rent for premises demised or let by any member of the Organisation or its Executive Council having prior received proper legitimate authorisation for such transaction;



6.2.3 Reasonable out-of-pocket expenses of any member of its Management or Governing Body, provided that the amount is within the limits fixed and prior approved by the Chapter Executive Council;

6.2.4 Reimbursement of actual costs or specific expenses reasonably incurred on behalf of the Organisation by any member or management of Organisation having prior received appropriate authorisation for such transaction.

## **7 Indemnity:**

7.1 Subject to the provisions of any relevant statute, members of the management and other office bearers shall be indemnified by the Organisation for all acts done by them in good faith on its behalf. It shall be the duty of the Organisation to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him/her, in his/her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Organisation within the limits of the financial capacity of the Organisation.

7.2 Subject to the provisions of any relevant statute, no member of the management and/or other office bearer of the Organisation 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 Organisation, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

## **8 Liability of members:**

The liability of each member is limited to 1500 rubles or any amount that each member undertakes to contribute to the assets of the Organisation and/or the Headquarters in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for:

- a. Payment of the Organisation's debts and liabilities contracted before he/she ceases to be a member;
- b. Payment of the costs, charges and expenses of winding up; and
- c. Adjustment of the rights of the contributories among themselves.

## **9 Dissolution/Winding Up:**

9.1 The Organisation may be dissolved by resolution of seventy-five per cent (75%) of the Full members present or by proxy at a General Meeting: provided that proper notice of the meeting is given not less

than ninety (90) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.

9.2 If upon the winding up or dissolution of the Organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Organisation, but shall be transferred either to some other institution (whether or not a member of the Organisation) having objectives similar to the objectives of the Organisation or to some institution (whether or not a member of the Organisation) the objectives of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Organisation at or before the time of dissolution.

### **PART 3: MEMBERSHIP: CRITERIA AND PROCEDURES**

#### **10 Criteria of membership:**

The Organisation shall be comprised of individual and corporate Members;

10.1 Membership is open to all individuals of 18 years and above of Nigerian descent (Nigerian by birth, naturalisation or marriage) resident in Russia. At the moment of registration and admission into the Organisation, the applicant must be domicile in Russia. If after a minimum of 3 years such a member shall relocate to Nigeria or elsewhere, he/she shall be entitled to retain the membership, provided he/she shall continue to pay his/her dues to Russia Chapter as when due and shall continue to support and promote the aspiration of the Organisation. However, such a member shall not be eligible to hold any elected office in the Organisation.

10.2 Corporate membership is open to any organisation dully registered with the appropriate authorities within Russia, or elsewhere in Europe and has a track record of working for the development of Nigeria/Nigerians;

10.3 Corporate Member shall be entitled to be represented by one delegate at the General Meeting and can vote but not be voted for;

10.4 Failure to be of Good Standing may result in loss or temporary suspension of any or all membership rights and privileges and in extreme case may be grounds for expulsion of membership.

10.5 The Organisation shall not discriminate on the basis of religion, gender, ethnicity, disability, sexual orientation, or political affiliation.

## **11 Procedures of Membership Admission:**

- 11.1 Admission into membership of the Organisation is concurrent with membership of NIDO Europe upon application by eligible person, payment of Application Fees and Membership Annual Dues.
- 11.2 Applications for membership must be made in writing or electronically online, or via Email to the General Secretary and submitted with the appropriate non-refundable Application Fees.
- 11.3 Application for membership sent directly to the NIDO Europe by any applicant from Russia, when received by the Headquarters shall be forwarded immediately to the Organisation for processing.
- 11.4 If an application for membership is rejected, such applicant can seek redress from the Advisory Committee at the Chapter level and should such redress be declined, the applicant can proceed to the Headquarters level for their consideration and recommendations the Organisation; the final decision on admission to membership shall be taken at the Russian Chapter level, taking the recommendation of the Headquarters into consideration.
- 11.5 Names of all successful Membership Applicants shall be collated into the centralised database of Members of NIDO Europe (NIDOE) after NIDO Russia is recognized as a chapter of NIDOE. The Organisation after being recognized as a chapter of NIDO Europe, shall within a month (30 days) of admitting new members, unless otherwise prior approved by the Central Board of Trustees of NIDO Europe, forward such names and the appropriate Application Fees to the Headquarters.
- 11.6 Membership shall not be recognised by the Organisation until such a member pays all the applicant's Application Fees and Membership Dues.
- 11.7 Membership dues may be waived off temporarily or suspended by a majority of stakeholders of the organisation including the Chairman or Director general for a period not exceeding one month and the waiver may be reextended for a period also not exceeding one month.

## **12 Rights and Privileges of Members:**

Members who remain in Good Standing are entitled to the following rights and privileges:

- 12.1 The right to vote and speak at any General Meeting of the Organisation provided the orderliness and agenda of the day are adhered to;
- 12.2 The right to any appropriate support and solidarity from the Organisation;

- 12.3 The right to any benefits or privileges conferred on the Organisation by any government or institutions;
- 12.4 The right to vote at elections and to stand for elections, subject to satisfying the relevant election criteria;
- 12.5 Membership of all organisations, clubs and societies affiliated to the Organisation, where such provisions for membership exist between them, subject to the member agreeing to abide by the rules of such organisations, clubs and societies;
- 12.6 The right, subject to such restrictions as numbers may force, to participate in all social activities of the Organisation;
- 12.7 Use of the Organisation's premises and facilities subject to the Rules of the Organisation governing the use of those facilities;
- 12.8 Such other privileges as are by this Constitution or any other by-laws conferred on members of the Organisation;
- 12.9 The rights and privileges of a Member shall be personal to him/her and shall not be transferable and shall cease on his/her death/bankruptcy or if he/she ceases to be a member by resignation, suspension or expulsion.

### **13 Cessation and Suspension of Membership:**

Membership of the Organisation shall cease or caused to cease in accordance with the Disciplinary Rules and Procedures stipulated in this constitution, if:

- 13.1 A Member sends written notice of cessation of membership to the Chairman or General Secretary of the Organisation; or
- 13.2 A Member fails to pay his/her Annual Membership Dues or any other sum payable under this Constitution within the reasonable stipulated time; or
- 13.3 The conduct of the Member has been adjudged to bring disrepute to the Organisation or Nigeria by the General House in a meeting convened at which the Member concerned has been given reasonable notice and a reasonable opportunity of being heard or of submitting written representations.
- 13.4 The Member is suspended as an act of sanction by a legally constituted Disciplinary Committee of the Organisation or the Headquarters. Whereupon such Member is suspended, he/she shall forfeit all the rights of a Member pending the elapse of the period of the sanction;

13.5 Whereupon a Member ceases to be a Member of the Organisation, his/her or its name shall be forthwith removed from the current register of Members;

13.6 No Member of the Organisation can be deprived of his/her membership beside as prescribed by this Constitution or any other by-law adopted by the General Assembly.

## **PART 4: FINANCE AND ACCOUNTING**

### **14 Finance:**

The Organisation shall finance itself through various sources including:

#### **14.1 Membership Annual Dues:**

Membership Annual Dues shall be paid as at when due by all members. The amount of the Annual Dues shall be such as approved by the General Assembly, failing by the Executive Council of the Organisation. It shall be the duty of the Organisation to transfer to the coffers of the Headquarters the portion of the Annual Dues payable on each member.

#### **14.2 Membership Application Fees:**

A one-off Membership Application Fees shall be paid by all prospecting members. The amount of the Annual Dues shall be such as approved by the General Assembly, failing by the Executive Council of the Organisation. It shall be the duty of the Organisation to transfer to the coffers of the Headquarters the portion of the Membership Application fee payable on each registered member.

#### **14.3 Levies:**

Levies may be imposed should the need arise for a specific purpose and depending on the exigencies by Organisation or the Headquarters. All levies received must be applied only for the purpose it was demanded.

#### **14.4 Donations, Grants and Gifts:**

Donations, Grants and Gifts may be accepted so long as it does not compromise the objects of the Organisation. In the event of donations, grants or gifts from third parties which are not specifically for a particular project, the Organisation shall keep such funds in the coffer of the Organisation pending when a decision is taken by the General Assembly on how to apply the funds.

#### **14.5 Fund Raising Events:**

To finance a specific project, fund raising events may be organised.

## **15 Accounts:**

- 15.1 The Executive Council shall cause proper accounting records to be kept.
- 15.2 The accounting records shall be kept at the Office, or at such other place or places as the Executive Council shall think fit, and shall always be open for inspection of the any authorized Committee of the General House and Auditors.
- 15.3 The Executive Council may from time to time impose reasonable restrictions as to the times and places and manner of the inspection by the Members of the accounting records or other books or documents of the Organisation or any of them, but, subject to such restrictions, they shall be open to the inspection of all Members at all reasonable times during business hours.
- 15.4 At the Annual General Meeting, the Executive Council shall lay before the Organisation a financial report showing the proper income and expenditure account for the period since the last preceding account made up to date not more than one month before such meeting, together with a proper balance sheet made up as at the same date.
- 15.5 The balance sheet shall be accompanied by proper reports of the Council and the auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, subject to the provisions of the Law, not less than twenty-one clear days before the date of the meeting, be sent to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.
- 15.6 All monies of the Organisation shall be deposited to the credit of the Organisation at its bank accounts or any other safe custody. No new bank account shall be opened without the proper approval of not less than two-thirds (2/3) of members of the Executive Council. Such an account must be presented to the General Assembly immediately following the decision for ratification.

## **16 Auditors:**

A committee of 3 persons (Auditors) may be appointed at an AGM where the financial report at the end of the tenure of the Executive Council is submitted and their duties shall be regulated in accordance with the Law. This will include among others; the thorough examination of the presented financial report. Their recommendations shall be sent to the Executive Council within 30 days, discussed/reviewed and presented to the General House at the next General Meeting. Should the General House have cause to require an audit, it may with a simple majority vote pass a resolution to install an Auditing Committee during any General Meeting.

**PART 5:**  
**ADMINISTRATIVE STRUCTURE AND**  
**ORGANS OF MANAGEMENT OF THE ORGANISATION**

**17 Administrative organs of the Organisation**

The principal organs of the Organisation are: The General House/Assembly and The Executive Council/Officers. There shall also be an Advisory Board/Patrons.

**18 The General House/Assembly:**

18.1 The General Assembly is the assembly of members of the Organisation. At General Assembly all Members shall have the same rights based on one member, one vote.

18.2 The General House/Assembly shall be the supreme organ of the Organisation with all-encompassing responsibility. As the supreme organ, the General Assembly shall have the powers to decide on all activities of the Organisation.

18.3 All Organs of the Organisation are answerable to General House/Assembly of Members.

18.4 Provided a quorum is formed during the meeting of the General House, it shall take decisions by simple majority principle, except otherwise specified in this Constitution. Its decisions shall be by resolutions.

**19 Functions and Powers of the General House/Assembly:**

The General House shall have the following functions and powers:

19.1 The General House shall be the forum at which all members meet to discuss and express views on the affairs, conduct and running of the Organisation;

19.2 It shall be the supreme organ of the Organisation with powers to pass resolutions on all matters of the Organisation. Its decision is final, except where the Headquarters' decision supersedes;

19.3 It has powers to assign pressing issues to any organ of the Organisation, including any committees set up by it for deliberation and necessary actions or recommendations back to it;

19.4 The General House/Assembly of members shall have the power to approve, rectify, and amend all or part of the decisions, operations, proposals, etc, of the Executive Council;

19.5 The General House shall have the power to elect and remove Officers of the Organisation in accordance with the provisions of this Constitution.

19.6 The General House shall have the power to appoint Auditors.

## **20 The Executive Council (“Council”):**

20.1 The Executive Council collectively is the directorate, implementing and representative organ of the Organisation. Members of the Executive Council shall be listed as shareholders of the Organisation and exercise all the responsibilities of Directors as stipulated by Russian law if they possess documents required to be a shareholder under Russian law and if there is a consensus to that effect by a majority of the current shareholders including the director and chairman;

20.2 Besides the responsibilities attached to the offices occupied by each Officers by this Constitution, collectively the Central Executive Council shall have the following powers and duties:

20.2.1 Be responsible for the day-to-day management of the Organisation and execute decisions approved by the General Assembly of the Organisation;

20.2.2 Represent the Organisation at the Headquarters level and the collegial interest of the Organisation as a whole before any third party, including government;

20.2.3 Regularly inform, consult with, seek inputs, involve and engage the members in all of its activities;

20.2.4 Liaise with and co-ordinate the activities of the Regional units of the Organisation directly or through any Regional Coordinators that might have been appointed;

20.2.5 Manage a database of all members of the Organisation and make the database available to any appropriate institutions or persons, within the provisions of Data Protection Act and in accordance with relevant rules of the Organisation and NIDO Europe;

20.2.6 Design and issue uniform membership number and Identification Cards to members of the Organisation as prescribed by NIDO Europe;



20.2.7 Source for and propose development related initiatives and projects in collaboration with the General Assembly and NIDO Europe;

20.2.8 Be responsible for all matters affecting the policies, aims and means of accomplishing the Objects of the Organisation that are not specifically provided for in these Articles or by the General Assembly. However, an endorsement of such actions of the Executive Council must be sought from the General Assembly;

20.2.9 With the approval of the General Assembly, the Executive Council may by Power of Attorney or otherwise, appoint any person to be an agent of the Organisation for such purposes and such conditions as agreed;

20.2.10 Appoint such Ad-hoc Committees as it may deem necessary for the proper management of the affairs of the Organisation and shall determine the terms of reference, powers, duration, composition and all acts and proceedings of such Ad-Hoc Committees. The Ad-Hoc Committees shall report back to the Executive Council as soon as possible; provided such Ad-Hoc committees have not been instituted by the General House. All committees instituted by the General House or ratified by it shall report directly back to the General House;

20.2.11 With the prior approval of the General Assembly exercise all the powers of the Organisation to borrow money, and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Organisation or of any third party. Such actions must be referred to the subsequent meeting of the General House for ratification;

20.2.12 Pass a vote of no confidence and recommend to the General Assembly suspension from office of any Executive Council member(s) who, except for good and sufficient reason(s), fails to attend majority of the Executive Council meetings or carry-out his/her statutory functions during a six-month period or acts in a manner detrimental to the Aims and Objectives or/and contrary to the Rules of the Organisation. Such vote of no confidence may only be exercised by two thirds (2/3) of the total members of the Executive Council (rounded up to the nearest whole number) and only after the Executive Council member who is the subject of the disciplinary action has been given the opportunity to be heard by a properly constituted Executive Council meeting with the disciplinary action on the agenda;

20.3 The proceedings of the Executive Council shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member of the Executive Council, provided that the total number of elected members of the Council is not less than 5 (five);

- 20.4 No later alteration of the Articles of Association and no such direction shall invalidate any prior act of the Central Executive Council which would have been valid if that alteration had not been made or that direction had not been given;
- 20.5 Any decision or activities undertaken by the Central Executive Council in pursuance of their statutory duties under relevant articles of this Constitution or the Act must be on the agenda for ratification at meeting of the Board of Trustees immediately following such decision/action;

## **21 Composition of the Central Executive Council:**

The Central Executive Council shall comprise of not less than Five (5) and more than Twelve (12) persons elected by the General House through a system of direct election or co-option. The Central Executive Council shall have the following Elective Officers:

- 21.1. The Chairman,
- 21.2. The Vice-Chairman,
- 21.3. The General-Secretary,
- 21.4. The Public Relations Officer/Deputy General-Secretary,
- 21.5. The Finance Officer,
- 21.6. The Welfare, Community Affairs & Events Officer,
- 21.7. The Ex-Officio (Regional Coordinators)

## **22 General Qualifications of Elective Officers:**

Membership of the Executive Council shall generally satisfy the following conditions:

- 22.1 Members shall be accomplished Nigerians who are fit and responsible persons who have acquired considerable experience in their respective fields of endeavour and in life generally; such experience being an invaluable resource for the Executive Council;
- 22.2 A member should have been member of the Organisation for not less two (2) years;
- 22.3 Be a regular attendant of meetings of the Organisation and other NIDOE events, including any Annual General Meeting (AGM) or Extraordinary General Meeting (EGM);
- 22.4 Have been a regular member and fulfilled the criteria for the office he/she is nominated for;
- 22.5 He/She shall not have been sentenced for any serious criminal offence or involved in or support any criminal activities within the last 5

years. He/she shall be ready to provide any appropriate document to confirm absence of any criminal record if such document is required;

22.6 He/She shall reflect a variety of backgrounds and competences;

22.7 He/She shall have completed and passed at least a post-secondary school education; and

## **23 The Office of the Chairman:**

### **23.1 Qualifications for the office of the Chairman:**

In addition to the general qualification of officers, a member contesting for the office of the Chairman must fulfil the following criteria:

23.1.1 He/she shall be in good command of Russian and English languages;

23.1.2 He/she shall be a person of high integrity and of impeccable character;

23.1.3 He/she shall be of a unifying personality;

23.1.4 He/she shall not have been sentenced for any serious criminal offence;

23.1.5 He/she should not be bankrupt at the moment of candidate selection; and

### **23.2 Functions of the office of the Chairman:**

The Chairman of the Organisation shall exercise and perform the following functions:

23.2.1 Preside over all meetings and activities of the Executive Council and the Organisation;

23.2.2 Represent the Organisation on the Board of Trustees of NIDO Europe;

23.2.3 Represent the Organisation in external matters, accompanied by any other member of the Executive Council appropriate for such matter;

23.2.4 Coordinate the activities of other Executive Council members;

23.2.5 Convene all General or Extraordinary and Executive Council meetings through the General-Secretary or any other person as required by the Constitution;

- 23.2.6 Brief on regular basis the Executive Council on the activities and deliberations of the Board of Trustees of NIDO Europe;
- 23.2.7 Be co-signatory with the General-Secretary to all correspondence of the Organisation to any third party;
- 23.2.8 Be co-signatory with the Financial Officer to all financial/monetary transactions of the Organisation;
- 23.2.9 Be co-signatory with Public Relations Officer to all public relations releases.
- 23.2.10 Perform any other duties that may be assigned to him/her by the Executive Council and the General House;
- 23.2.11 Dissolve the Executive Council following the completion of its term of office, before the commencement of a new election;

## **24 The Office of the Vice Chairman:**

### **24.1 Qualifications for the office of the Vice Chairman:**

All criteria for the office of the Chairman shall be applicable to the office of the Vice Chairman.

### **24.2 Functions of the Vice Chairman:**

The functions of the Vice Chairman shall be as follows:

- 24.2.1 In the absence of the Chairman, represent the Organisation and exercise delegated powers;
- 24.2.2 Cooperate with the Chairman and assist him/her in the execution of his/her duties; and
- 24.2.3 Carry out other duties that may be delegated to him/her by the Executive Council or the General House.

## **25 The Office of the General-Secretary:**

### **25.1 Qualifications for the office of the General Secretary:**

In addition to the general qualification of officers, a member contesting for the office of the General-Secretary must be in good command of English and Russian languages.

### **25.2 Functions of the General-Secretary:**

The functions of the General-Secretary shall be as follows:

- 25.2.1 Take minutes of all meetings and activities of the Organisation;
- 25.2.2 Draft and receive correspondence on behalf of the Organisation;
- 25.2.3 On prompting of the Chairman, convene all meetings of the Organisation, including that of the Executive Council;
- 25.2.4 Countersign, with the Chairman, all official correspondence and documents on behalf of the Organisation;
- 25.2.5 Keep custody of all secretarial records and documents of the Organisation;
- 25.2.6 Collaborate and provide all secretariat assistance to all Officers of the Organisation when carrying out their duties;
- 25.2.7 Liaise and relate with the Chapters;
- 25.2.8 Collaborate with the Public Relations Officer/Deputy General-Secretary in planning and management of the image and public relations of the Organisation.

## **26 The Office of the Public Relations Officer/Deputy General-Secretary:**

### **26.1 Qualifications for the office of the Public Relations Officer/Deputy General Secretary:**

In addition to the general qualification of officers, a member contesting for the office of the Public Relations Officer/Deputy General Secretary must be in good command of the English and Russian languages.

### **26.2 Functions of the Public Relations Officer/Deputy General Secretary:**

The functions of the Public Relation Officer/Deputy General Secretary shall be as follows:

- 26.2.1 Be responsible for the co-ordination of press reports, press releases, press conferences and other public relations programs of the Organisation;
- 26.2.2 In consultation with the Chairman and the General Secretary, answer all press or news reports on the Organisation on behalf of the Organisation and bring such to the notice of the Executive Council and/or the General Assembly;
- 26.2.3 Act as link between the mass media and the Organisation;

- 26.2.4 In case of false or distorted information published on the Organisation, its members or Nigeria, report same to the Organisation and make necessary recommendation for the Organisation's response;
- 26.2.5 Be responsible for coordinating all issues relating to the management of the content of the Organisation's website and other social media outlets of the Organisation;
- 26.2.6 Be responsible for the planning, developing and implementing the public relations strategies of the Organisation;
- 26.2.7 In the absence of the General-Secretary and in other cases as may be decided by the General-Secretary or the Executive Council, assume all the functions of the General-Secretary;

## **27 The Office of the Finance Officer/Treasurer:**

**27.1 Qualifications for the office of the Finance Officer/Treasurer:** In addition to the general qualification of officers, a member contesting for the office of the Finance Officer should preferably either be an economist, have studied business management or have accountancy related background or has worked as a manager in a large corporation.

### **27.2 Functions of the Finance Officer/Treasurer:**

The functions of the Finance Officer shall be as follows:

- 27.2.1 Keep impress account and custody of the financial records of the Organisation;
- 27.2.2 Issue acknowledgement of all monies received and collect receipts for all monies spent on behalf of the Organisation;
- 27.2.3 Be co-signatory with the Chairman to all financial/monetary transactions of the Organisation;
- 27.2.4 Prepare and submit all necessary and required documents on the financial state of the Organisation to the Companies House;
- 27.2.5 Make available to the Auditors or any other authorized body all financial records and documents in his/her possession for auditing purposes;
- 27.2.6 Issue and collect receipts for income and expenditure accounts on behalf of the Organisation;
- 27.2.7 Give financial reports at every meeting.

## **28 The Office of the Welfare, Community Affairs and Events Officer:**

**28.1 Qualifications for the office of the Welfare and Events Officer:** In addition to the general qualification of officers, a member contesting for the office of the Welfare and Events Officer shall have good command of the English and Russian languages, communication and organisational skills.

**28.2 Functions of the Welfare, Community Affairs and Events Officer:** The functions of the Welfare, Community Affairs & Events Officer shall be as follows:

- 28.2.1 Be responsible for the planning, co-ordination and running of all social activities of the Organisation;
- 28.2.2 Organise venue and necessary items for any social gatherings or meetings;
- 28.2.3 Co-ordinate all activities relating to welfare matters;
- 28.2.4 Be responsible for the formulation and development of membership welfare policies;
- 28.2.5 Be the contact officer in the Organisation for the welfare and well- being of members;
- 28.2.6 Be the responsible for the constant coordination of the relationship between the Nigerian Community associations and NIDO Russia;
- 28.2.7 Carry out any other functions assigned to him/her by the Executive Council or the General Assembly.

## **29 The Ex-Officio Officers (Regional Coordinators):**

The Ex-Officio Officers shall be drawn from the Regional Coordinators of the Organisation or any other special representation during the tenure of any Executive Council of the Organisation. Candidates to this office shall satisfy the general qualifications of elective officers and ready and capable to be good team player.

### **29.1 Functions of the Ex-Officio Officers:**

The functions of the Ex-Officio Officers shall be as follows:

- 29.1.1 Coordinate, circulate and manage the activities the Organisation in their various Regions of Russia of residence, where there are large presence of Nigerians;
- 29.1.2 Assist other officers in the Executive Council, in the discharge of their duties when called upon to do so;
- 29.1.3 Carry out an assignment that may be assigned to them by the Executive Council or the General Assembly;
- 29.1.4 Carry out any assignment that may be assigned to them by the Chairman and approved by the Executive Council;
- 29.1.5 Each Ex-Officio shall have the same vote and equal rights in all deliberations of the Executive Council;
- 29.1.6 Report to the Executive Council on regular basis his/her activities in the Regions

### **30 Tenure of Office of Executive Council Members:**

- 30.1 All the Executive members of the Organisation are elected (except for Regional Coordinators, who are appointed) biennially for a term of office of two (2) calendar years. At the second AGM after their election, the offices of all Executive Council members shall be collectively deemed vacant, irrespective of if some of them might have been elected at different dates via by-election or co-option. Election to all the offices shall be carried out at that election AGM accordingly.
- 30.2 No Executive Council member shall be eligible to contest or become member of the Executive Council with the same portfolio for more than two consecutive times.
- 30.3 A person who has served as Chairman for two terms can only stand in any future election to any elective office after an intervening four-year period.
- 30.4 At the wishes of the membership of the Organisation, other Officers may after a second term seek election to a different elective office. However, no person can serve in the Executive Council of the Organisation for an aggregate of more than 8 (Eight) years without intervening.

### **31 Executive Council Meetings: Rules and Proceedings:**

- 31.1 The Executive Council of the Organisation shall conduct its routine business and decision process through meetings. The status of



its meetings shall be distinguished as follows: Executive Meetings and Emergency Executive Meetings.

- 31.2 Such meetings shall be called and held at a time, place/platform and medium by the Secretariat of the Organisation and shall specify the meetings as such in notices for the meetings.
- 31.3 Subject to the provisions of these Articles the Executive Council may regulate its proceedings as it thinks fit.
- 31.4 The quorum for a meeting of the Council shall not be less than 50% of elected members, rounded to next full number.
- 31.5 The Chairman shall preside at every meeting of the Council at which he/she is present. But if the Chairman or failing him the Vice Chairman or if neither of those offices is present within fifteen minutes after the time appointed for the meeting, the members of the Council present may appoint one of their members to be Chairman of the meeting.
- 31.6 The Council shall meet regularly at the dates and times arranged by the General-Secretary. Emergency meetings of the Council may be called by the Chairman or at the instance of at least 1/3 of the members of the Council.
- 31.7 All acts done by any meeting of the Council or by any person acting as a Council member shall, notwithstanding that it be afterwards discovered that there was some defect in the election/appointment of any such Council member or person acting aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly elected/appointed and was qualified to be a Council member and had been entitled to vote.
- 31.8 A resolution in writing, signed by all Council members for the time being entitled to receive notice to attend and vote at a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held and may consist of several documents in the like form each signed by one or more Council member.
- 31.9 The General-Secretary must give fourteen days' notice in writing of meetings of the Council except where an emergency meeting is called in which event as much notice as possible needs to be given.
- 31.10 Voting at meetings of the Council shall be by show of hands (voice or electronically) and decisions will generally be carried by a simple majority, except otherwise specified. The Council may agree to hold a

secret ballot. In the event that any results end in a tie, then the Chairman of the meeting shall have a casting vote.

### **32 Expenses of Executive Council Members:**

32.1 No Executive Council member shall be entitled to any remuneration from the Organisation in connection with his/her office as an Officer/Director or otherwise.

32.2 The members of the Executive Council may, if there are sufficient funds available for this purpose and the General Assembly approves that it is appropriate having regard to the circumstances in any particular case, be paid all or part of any travelling, hotel and other expenses properly incurred by them in connection with carrying out a specific assignment for the Organisation.

### **33 Disqualification (Retirement) of Executive Council Members:**

A member of the Executive Council shall cease or caused to cease to hold office:

33.1 If he/she has been declared bankrupt and is still bankrupt; or

33.2 If he/she ceases to be a Director by any provisions of the Act; or

33.3 If he/she has been convicted by a competent court of law for a serious criminal offence or of an act unbecoming of a director or an act that can bring disrepute to the name of the Organisation within the last 5 years; or

33.4 If he/she becomes of unsound mind confirmed medically; or

33.5 If he/she resigns his office by notice in writing to the Chairman or Secretariat; or

33.6 If he/she ceases to be a member of the Organisation; or

33.7 If he/she becomes prohibited by law from being a Director; or

33.8 If he/she relocates to any other country other than Russia.

### **34 Advisory Board/Patrons:**

Unless otherwise determined by the Resolution of the General House, the Advisory Board/Patrons (“the Advisory Board”) shall be constituted based on the following criteria:

34.1 Membership of the Advisory Board shall not be less than three (3) or more than seven (7) members;

- 34.2 Membership of the Advisory Board may include former official of the Organisation who distinguished themselves during service (whose tenure of office were not terminated by either removal from office, unlawful act, or scandal), high profile public figures or any distinguished patriotic persons living in Nigeria or abroad who are fit and proper persons who have acquired considerable experience in their respective fields of endeavour and in life generally; such experience being an invaluable source of advice for the management of the Organisation;
- 34.3 Membership of the Advisory Board shall reflect a variety of backgrounds, competences, and perspectives avoiding preponderance of any particular professional, occupational or ethnic group; and the membership must be gender sensitive;
- 34.4 The Executive Council in exceptional circumstances may recommend for appointment a person, not being a Nigerian, subject to a maximum number of two (2). Such a person must have devoted a substantial part of his endeavours to the cause and development of Nigeria and/or Africa in general;
- 34.5 Names of members of the Advisory Board shall be submitted for ratification at the General Meeting on the recommendations of the Executive Council;
- 34.6 Members of the Advisory Board shall not be current members of the Executive Council of the Organisation or any of the governing bodies of NIDO Europe;
- 34.7 The tenure of office of each member of the Advisory Board shall be one (1) year, renewable at the discretion of the Executive Council;
- 34.8 The Advisory Board/Patrons of the Organisation shall not have the right to vote at General Assembly on any issue in which he/she had deliberated as member of the Advisory Board;
- 34.9 The Advisory Board/Patrons of the Organisation shall hold meetings amongst themselves, but shall meet at least once a year with the Executive Council to review policy, direction, programs, targets and performance, and offer advice and guidance.

### **35 Functions of the Advisory Board/Patrons:**

The function of the Advisory Board shall include:

- 35.1 Advisory in all cases;
- 35.2 Assistance and lobbying the interest of the Organisation in all forms;

- 35.3 The Advisory Board can approach the Executive Council at any time on issues concerning the effective operations of the Organisation; however, they shall not arbitrarily interfere or usurp the Constitutional powers of other organs of the Organisation;
- 35.4 Should there be any serious crisis within the Executive Council, which incapacitates the working of the Executive Council, the Advisory Board shall have the powers to intervene and propose a resolution. Such a resolution, if contested by any party, shall be presented to the General House for ratification/approval;
- 35.5 Resolve issues relating to elections and post-elections complaints;
- 35.6 Act as organ of appellate in issues concerning appeals on decisions of any Disciplinary Committee constituted by the Organisation.

## **PART 6: STANDING AND AD-HOC COMMITTEES**

### **36 Committees:**

- 36.1 Appointment into any committee shall be drawn from the recommendations of the Executive Council or the General House. Anyone recommended to serve on any committee must have been an active member of the Organisation for at least one (1) year.
- 36.2 No individuals or committee, whether appointed or elected shall have the powers to open and operate any bank account for the purpose of the committee activities, other than the accounts (treasury) operated by the Executive Council of the Organisation. The signatories to all accounts shall be as specified in this Constitution.
- 36.3 Committees of the Organisation shall be in two categories:

#### **36.3.1 Standing Committees:**

- 36.3.1.1 The **Membership Services and Development Committee** shall be a standing Committee responsible for all matters relating to the membership of the Organisation. The chairman of this Committee shall be a serving member of the Executive Council.
- 36.3.1.2 The **Finance and Administration Committee** shall be a standing Committee responsible for the financial and administrative well-being of the Organisation. The chairman of this Committee shall be a member of the Board of Trustees.

36.3.1.3 The **Publicity and Current Affairs Committee** shall be a standing Committee responsible for all matters relating to the public, publications, web-site management, and other related matters. The Committee shall also be part of the Editorial Board of the Organisation. The chairman of the Committee shall be a serving member of the Executive Council.

36.3.1.4 The **Welfare and Community Affairs Committee** shall be a standing Committee responsible for coordinating and reporting on the welfare and all welfare and related matters of members. The members of the Committee shall consist of all Welfare or related Officers from all the Chapters of the Organisation. The chairman of this committee shall be a serving member of the Executive Council.

36.3.1.5 The **Project and Technical Coordinating Committee** shall be a standing committee in charge of long term technical and developmental projects, its activities shall also include coordinating group projects, project with partners and associates and all other projects that are not in the domain of any Ad-Hoc committee. The chairman of this committee shall be a serving member of the Executive Council.

### **36.3.2 Ad-Hoc Committees:**

For smooth and efficient running of the Organisation, there will be Ad-Hoc Committees from time to time as it becomes necessary:

- a. The size of Ad-Hoc Committees shall be between three (3) and ten (10) persons.
- b. Ad-Hoc committees may be installed by the General House, the Board of Trustees or the Central Executive Council ('formation organ') to handle urgent matters, events, conferences, seminars, workshops and other programmes as may become necessary and relevant for the achievement of the Organisation's objectives.
- c. There will be a Think-Tank Ad-Hoc Committee, whose purpose is to tap into the enormous expertise and know-how amongst members of the Organisation. The committee if constituted shall meet regularly to deliberate, advise the Organisation and the Government of Nigeria, if called upon and to periodically come up with concrete proposals (publications) on how to address issues facing Nigeria's development. Membership of the committee shall be constituted from time-to-time based on the subject of the Think-Tank Ad-Hoc Committee.

- d. Any Ad-Hoc committee shall report, depending on the matter and its terms of reference, to its formation organ, unless otherwise stated.
- e. The terms of reference shall include the task, duration and other aspects that may be deemed necessary to perform and complete the task.
- f. The chairperson and the secretary of the ad-hoc committee are to be appointed on the recommendation of the Chairman on the day of inauguration of the committee, or to be chosen by the Committee members.
- g. The formation organ can dissolve, by a simple majority vote, any Ad-hoc committee that is considered inefficient or not performing the task assigned to it; and
- h. As soon as the task for which the ad hoc committee was established is completed and its report submitted, the committee shall be deemed dissolved.

**PART 7:  
GENERAL MEETINGS: QUORUM AND PROCEDURES**

37 The Organisation shall conduct its routine business and decision-making process through holding of General Meetings.

**37.1 General Meetings:**

General Meetings of the Organisation is assembly of Members from all Chapters of the Organisation. However, for the purpose of quorum and business of such meetings, any members who have not remedied his/her financial obligations as stipulated in this Constitution shall not be considered.

General Meetings shall be:

**37.1.1 Annual General Meeting (AGM):**

The Annual General Meeting shall be held yearly at such a date and place, as may be determined by the Executive Council. However, such date shall not conflict with the AGM being organized at the Headquarters' level.

**37.1.2 Extraordinary General Meetings (EGM):**

General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings (EGM). The Executive Council may, whenever they think fit, convene an Extraordinary General

Meeting. Extraordinary General Meetings shall also be convened by such requisitions, as is provided by the Act. It shall be held at a time and place as may be determined by the Executive Council.

### **37.2 Notice of General Meeting:**

- a. Notice to Annual General Meeting shall be announced at least one (1) month through any media available to the conveyor of the meeting. All other general meetings except an Emergency meeting of the Organisation shall be called not less than two (2) weeks prior to such meeting.
- b. A notice may be served by the Organisation upon any member either by hand or by other electronic means such as email or by sending it through the post in a prepaid letter addressed to such member at his registered address as appears in the Register of Members or by advertising it on the official website and social media platforms of the Organisation.
- c. Notice of every General Meeting shall be given in manner hereinbefore authorised to:
  - i. Every Member whether or not they have supplied an address within the Russia or other locations within Europe for the service of notices on them;
  - ii. Each members of the Executive Council;
  - iii. The current auditors of the Organisation and Advisory Board; and
  - iv. No other persons shall reserve the right to receive notices of General Meetings.
- d. Invitation/notification of any other persons, other than members of the organisation shall be at the discretion of the Executive Council of the Organisation.
- e. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the date, place and time of the meeting and the general nature of the business to be transacted and, in the case of the Annual General Meeting, shall specify the meeting as such.
- f. A meeting of the Organisation shall, notwithstanding that it is called by shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed by the resolution of the Executive Council.

- g. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any proceedings at that meeting.
- h. Failure to notify all stakeholders and a majority of financial members invalidates any resolutions reached at that meeting.

### **37.3 Attendance at Meetings:**

Attendance at General Meetings shall not be limited to the Members or proxies or authorised representatives of the Members. The Executive Councils may invite other persons to attend and speak thereat. Such invited persons shall have the status of observers, hence shall not have voting rights.

### **38 Quorum at General Meetings:**

- 38.1 The quorum at any Annual General Meeting (AGM) shall be a minimum of 15 members of good standing present in person and entitled to vote.
- 38.2 The quorum at any Extraordinary General Meeting (EGM) shall be a minimum of 10 members of good standing present in person and entitled to vote.
- 38.3 No business shall be transacted at any General Meeting unless a quorum is present.
- 38.4 If within two hours from the time appointed for the holding of a Meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall be adjourned. If continued, then it shall not take any binding resolution. In any other case, the meeting shall stand adjourned to other time and place as the Executive Council may determine.

### **39 Rules and Proceedings at General Meetings:**

- 39.1 At an Annual General Meeting among other items the following business shall be transacted:
  - 39.1.1 Reports of the Chairman;
  - 39.1.2 Reports on the accounts and balance sheet, including the current financial report of the Organisation;
  - 39.1.3 Reports from the Regions;
  - 39.1.4 Reports of the Auditors;
  - 39.1.5 Appointment of, and authorising the remuneration of the Auditors;
  - 39.1.6 The election/confirmation of Executive officers or members of Standing and Ad hoc Committees.
  - 39.1.7 Any other reports deemed necessary;



- 39.2 All business transacted at an Extraordinary General Meeting shall be deemed special;
- 39.3 The Chairman shall preside over at every General Meeting. If the Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unable to preside, the Vice-Chairman, if any, shall preside or if the Vice-Chairman shall not be present or shall be unable to preside, the Full Members present shall choose any member of the Executive Council, or if no such member is present, or if all the members of the Executive Council present decline to take the chair, the Members present shall choose one of them to be the presiding chairman of the meeting;
- 39.4 The presiding Chairman of the meeting may, with the consent of the general house at any meeting where no quorum is present, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting;
- 39.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands;
- 39.6 In the case of an equality of votes, the presiding chairman of any General Meeting shall be entitled to a second or casting vote. The presiding chairman of the meeting however shall not vote in respect of any matter in which he/she has a vested interest or any matter arising thereof, and if he/she does so vote his/her vote shall not be counted;
- 39.7 During any General Meeting, a Provost shall be appointed to assist the Chairman in maintaining order during the meeting. The Provost shall be accorded the necessary respect and cooperation from all members present in the meeting. The Provost shall make sure the agenda of the day is properly and strictly followed;
- 39.8 During any General Meeting, the General Secretary shall handle the task of recording and transcribing minutes of the meeting. In the absence or inability of the General Secretary, the PRO/Deputy General

Secretary shall handle the task, or in case of the absence or inability of the later, any other person so appointed by the Meeting shall handle it.

**40 Proxies:**

- 40.1 Any Member of the Organisation entitled to attend and vote at a meeting of the Organisation shall be entitled to appoint another person as a proxy to attend and vote at the meeting on his/her behalf. A proxy must be a Full member of the Organisation. In case of default under this provision, such proxy shall be disqualified.
- 40.2 No member of the Organisation shall have right to proxy if his/her name had not fulfilled his/her financial obligations as at when due.
- 40.3 The period for depositing proxy form with the Secretariat organ shall not be a period less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of a proxy shall not be treated as valid.
- 40.4 The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney. Where appointer is a corporate member, it shall be sealed by the corporate member and signed by an officer of attorney.
- 40.5 A vote given by a proxy shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Organisation at its registered office, or at such other place, or with any other person at/with which/whom the instrument of proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given.
- 40.6 An instrument appointing a proxy shall be in the following form with such variations as the circumstances may require, or in any other form prior agreed by the Executive Council:

"I....."of.....  
 .....a  
**member** of  
 "hereby  
 appoint "of  
 ..... "and failing him  
 ..... "of .....  
 "to vote for me and on my behalf at the "(Annual or Extraordinary,  
 or Adjourned, as the case may be) "General Meeting of the  
 Organisation to be held on "the day of "and at every  
 adjournment thereof."

**This form to be used in respect of the resolutions mentioned below as follows:**

**Resolution No. 1 \*For \*Against**  
**Resolution No. 2 \*For \*Against**  
**\*Strike out whichever is not desired.**

**"Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting."**

**Signed this day of.....**

#### **41 Voting procedures and methods:**

##### **41.1 Procedural process of voting:**

- a. Before any voting is commenced and legal, the number of members present must be ascertained, announced and noted.
- b. Voting shall be an act of passing decisions on issues during meetings or choosing officers during election season by the House. The General Meeting may agree to hold a secret ballot.
- c. Decisions of the House shall be passed by simple majority vote, except otherwise stipulated in this Constitution.
- d. A declaration by the presiding Chairman of the meeting of the passing of a resolution or otherwise by show of hands after openly counting the votes and an entry to that effect in the books containing the minutes of the meeting of the Organisation shall be conclusive evidence of the fact of passing of such resolution or otherwise.

##### **41.2 Methods of voting:**

###### **41.2.1 Voting by Show of Hand:**

- a) At any general meeting, a resolution put to vote shall be decided on show of hand.

- b) Every Member present in person or by proxy shall have one vote.

#### **41.2.2 Voting Electronically:**

- a) To decide on certain decisions/resolutions of the Organisation, voting may be carried out through electronic means for all resolution, except: business in an Annual General Meeting; and business in respect of which members of the Executive Council or Auditors have a right to be heard at any meeting.
- b) A resolution passed through electronic means shall be deemed to have been passed as if by show of hands at a General Meeting.

#### **42 Restriction on Voting Rights:**

42.1 Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every Annual Due and other sum (if any) which shall be due and payable to the Organisation in respect of membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another Member, at any General Meeting.

42.2 No Member shall be restricted or prohibited from exercising his voting right on any other ground.

42.3 No objection shall be raised as to the qualification of any Member to vote, except at the meeting or adjourned meeting at which the objection is raised, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Executive Council whose decision shall be final and conclusive.

### **PART 8:**

#### **ELECTIONS, ELECTORAL COMMITTEE: RULES AND PROCEDURES**

#### **43 Elections and By-Elections:**

- a) At the end of the tenure of office of elected officers, elections shall be held in accordance with the Constitution and other enabling guidelines by the Electoral Committee.
- b) In the eventuality that elections into certain offices shall not hold or is inconclusive, there shall be a by-election to take place at any subsequent General Meeting. Such by-election must be on the agenda of the meeting where this shall take place.

#### **44 Electoral Committee:**

For the purpose of election to the Elective Offices of the Organisation, there shall be an Electoral Committee constituted by the General House by a simple majority vote. In case there was no such committee constituted 6 months before the elections due date, the Electoral Committee may be constituted by the Executive Council with a 2/3 majority vote. The Committee shall consist of three (3) or five (5) members.

##### **44.1 Qualification of the Electoral Committee Members:**

- a. He/she shall be a member of the Organisation for at least three years.
- b. He/she shall be of impeccable character.
- c. He/she shall be an active member of the Organisation.
- d. No member of the Electoral Committee shall be nominated for any position nor shall contest for any of the elective positions, unless he or she shall have resigned his/her committee membership before the deadline for the final submission of names of contestants to the electoral committee.

##### **44.2 Functions of the Electoral Committee:**

The Electoral Committee shall have the following functions:

- a. Announce all the vacant offices to which elections are to be held and circulate guidelines for the elections. No such guidelines shall contradict any provisions of the Constitution of the Organisation;
- b. Receive nominations from prospective candidates and Chapters;
- c. Conduct consultations with prospective candidates;
- d. Prepare, sign, distribute and retrieve all ballot papers used during election of officers;
- e. Maintain peace and order throughout the election process;
- f. Elect its own Chairperson and Secretary immediately after its installation;
- g. In the event that the election is interrupted, the electoral Committee shall maintain their office until the election is completed;
- h. The electoral committee shall conclude any interrupted election within a further period of 90 days;

- i. The electoral committee shall be deemed dissolved once the electoral process has been concluded;

#### **45 Procedure for Nomination of Candidates for Elective Posts:**

The Electoral Committee shall be guided by the following procedures in discharging their duties:

- a. A person who is a member of good standing for at least two (2) years (except for Chairman, Vice-Chairman and General Secretary, who shall not be less than three (3) years) can be nominated for any office, by any member.
- b. In the event that after due consultation with all nominated candidates, the electoral committee is of the view that a nominated candidate for a particular position is more suitable for another position other than the one he/she has been nominated for, the electoral committee may with the consent of such a candidate, recommend the candidate for another position.
- c. The Electoral Committee may propose, during election process that any unsuccessful candidate for a particular office (provided he/she is qualified), be allowed to contest for an alternative office.
- d. At least 14 days before the election, the names of the candidates for the respective offices must be made public.

#### **46 Co-option of Officers:**

Officers can be co-opted into the Executive Council of the Organisation. A person so co-opted shall possess the electoral qualifications for such office and hold office only until the following AGM or EGM during which the co-opted person(s) and any other members may stand to be elected into the vacant position(s), such election shall follow normal election procedures:

- a. Where there exists vacancy(ies) in the Executive Council, the Council may co-opt a person who is willing to be an Officer to fill the vacancy(ies);
- b. Where less than three (3) persons are elected into the Executive Council during a general election or the number of Executive Council members falls below three (3) at any time during the course of the Executive Council's tenure;
- c. However, the number of Co-opted Officers shall not be more than two (2) during the tenure of any Executive Council.

#### **47 Transition Committee:**

If elections could not hold during an Annual General Meeting, where election is statutorily required (Election Annual General Meeting), a Transition Committee shall be constituted to replace the out-going Executive Council thus:

- 47.1 If the reason for no election being non-formation of quorum, the current serving Chairperson of the Advisory Board and the out-going Public Relations Officer/Deputy Secretary and the outgoing Welfare & Events Officer shall be authorized to stand-in as members of the Transition Committee;
- 47.2 If the reason for no election being other unforeseen circumstances other than quorum, then the General House in its wisdom shall select Three (3) or Five (5) members to serve as a Transition Committee.
- 47.3 The Transition Committee in collaboration with the Electoral Committee shall summon for another General Election within 90 days from the date of its formation. During the Transition period, the Committee shall:
  - a. Protect and preserve all properties of the Organisation while awaiting General Election;
  - b. Be answerable to the General House in all its activities throughout the transition period;
  - c. Choose a Transition Chairman and Secretary from among themselves.

### **PART 9:**

#### **DISCIPLINE AND OTHER RELATED MATTERS**

#### **48 Disciplinary Rules:**

Members of the Organisation are subject to internal discipline if he/she violates any part of the rules and regulations of the Organisation as stipulated in the Constitution or any other by-laws of the Organisation.

#### **48.1 Disciplinary Procedures:**

- a. For the purpose of investigation and determination of gravity of any acts of indiscipline, level of guilt and appropriate sanctions, there shall be Disciplinary Committee. This committee shall be an Ad-hoc committee constituted whenever the need arises.

- b. On receipt of any allegation of indiscipline behaviour or actions by any member or by a member of the Executive Council, the Chairman or General Secretary shall inform the other members of the Executive Council, which shall immediately set up a Disciplinary Committee and forward the allegation to the committee for adjudication.
- c. Should the Committee come to the conclusion that the allegation is substantiated, they shall make their recommendations, after a fair hearing of the accused and forward to the Executive Council who shall consider the recommendations and act as deemed necessary.
- d. Where suspension of membership, suspension from elected office or expulsion is recommended by the Disciplinary Committee, the final decision shall be made by the General House by a majority vote of not less than two-third (2/3) of Full Members present at a General Meeting. The notice convening such a meeting shall state on its agenda such recommendation by the Disciplinary Committee.
- e. Whereupon such a member is suspended, he/she shall forfeit all the rights of a Full Member pending the elapse of the period of the sanction.
- f. Whereupon such a member is expelled, his/her name shall be forthwith removed from the register of Members and a public disclaimer shall be made by the Organisation.

#### **48.2 Penalties:**

Disciplinary Committee may recommend any of the following penalties for acts of indiscipline depending on the seriousness of the indiscipline committed by the member:

##### **48.2.1 Verbal Warning:**

A member can be penalised with a verbal warning if he/she:

- a. Violates a minor rules and regulations of the Organisation;
- b. Defaults for the first time in his/her membership of the Organisation or dereliction of duty;
- c. Tenders his/her unreserved apology here and then when he/she realizes the misconduct.

##### **48.2.2 Censure (Written Reprimand):**

A member can be penalised with a censure (written reprimand) from the Organisation if he/she:



- a. Violates any rules and regulations of the Organisation for which he/she had been previously verbally warned;
- b. Systematically defaults on rules and regulations of membership of the Organisation or dereliction of duty;
- c. Refuses to tender apology when such is required from him/her by the decision of disciplinary process or other observant of the misconduct.

#### **48.2.3 Fines:**

The Organisation may levy a fine against a member concerning a disciplinary matter if he/she:

- a. Violates any rules and regulations of the Organisation which subsequently caused the Organisation directly or indirectly some unnecessary financial loss;
- b. Unlawfully benefits financially from violation of the rules of the Organisation. This fine can also be in form of repayment or restitution of funds misused or wrongfully received.

#### **48.2.4 Suspension or Expulsion of Membership:**

Any member of the Organisation may be suspended or expelled, if any of the following situations arise:

- a. If his/her integrity, behaviour and conduct are deemed to be damaging to the image or interest of the Organisation;
- b. If he/she is sentenced for a serious criminal offence;
- c. If he/she represents the Organisation without a mandate or has been elected into any office on false information;
- d. Refuses to appear before any duly constituted Committee of the Organisation;
- e. He/she systematically violates the rules and regulations of the Organisation to the extent that he/she had been sanctioned previously;
- f. He/she refuses to hand-over to an incoming elected officer of the Organisation the properties, documents and other intangible information to which he/she had access by virtue of the office he/she had occupied in the Organisation.

**49. Appeal grounds and procedures:**

Appeal lies with the Advisory Board/Patrons of the Organisation. However, in case of suspension, expulsion from the Organisation or removal from an elected office, this shall be ratified by the General House by a simple majority.

49.1 Appeals may be made on any of the following grounds:

- a. That there exists substantive and relevant information that was not available at the time of the decision;
- b. That there was a substantial departure from the Disciplinary Committee rules and procedures that significantly affected the fairness of the process;
- c. That a material finding that formed a basis for the Disciplinary Committee's decision was substantially against the weight of the evidence that was before the Disciplinary Committee when it made the decision; or
- d. That the sanction is at significant variance with the range of sanctions appropriate in the situation.

49.2 All appeals must be submitted in writing to the serving Chairman of the Advisory Board by the aggrieved party within 21 days from the date of the disciplinary decision.

49.3 The Advisory Board shall make their decision based upon the written submission by the aggrieved party and as much of the record of the Disciplinary Committee Hearing of the case as the Advisory Board determines it is appropriate to consider.

49.4 The Advisory Board may interview any member of the Organisation including the Disciplinary Committee members to assist its decision.

49.5 The Advisory Board's decision shall be communicated to the same people who received the disciplinary decision, and to any other members of the Organisation who need to be aware of it.

49.6 If the disciplinary decision imposes a sanction of suspension or expulsion to take effect before the time for the member affected to file an appeal has expired, or while an appeal is under consideration, the sanction shall be suspended pending the final

adjudication of the appeal, except in circumstance where the offending act is continued or cannot be easily remedied.

## **PART 10: MISCELLANEOUS**

### **50. Recognitions:**

The Organisation shall recognise, celebrate and appreciate the contributions of members of the Organisation to the realisation of its aims and objectives. Such recognition and appreciations shall be in forms of awards, aids and grants.

### **51. Awards:**

51.1 Criteria for award shall be a combination of personal/professional achievements, assistance to fellow Nigerians, financial and moral contributions to the Organisation, measured by attendance of meetings and contribution of ideas to the Organisation's activities.

51.2 Awards may include the presentation of gifts, certificates (honour, appreciation, commendation, recognition, etc.) to outstanding members or any person that has supported the Organisation in realisation of its Objects.

51.3 The magnitude of any award shall be determined by Executive Council or any special committee setup for that purpose.

### **52. Aids and Assistance:**

Aids could be given to any full member of the Organisation in emergency need and the advisability of such an aid and its nature shall be proposed by the Executive Council and approved by the General Assembly. In the case of an emergency, the Executive Council shall be empowered to act at its discretion, provided any such act shall be reasonable. The needy member shall put his/her request in writing.

### **53. Bye-Laws:**

53.1 The Executive Council shall have power from time to time to establish bye-laws in forms of rules and guidelines to regulate certain aspects of the Organisation's operations, provided such rules do not contravene the current Constitution.

53.2 Such bye-laws may apply and be generally concerned with setting out the form, manner and procedure in which the Organisation should implement certain prevailing Constitutional provisions.

53.3 Such bye-laws may also include the Code of Conduct for elected officers of the Organisation.

- 53.4 Once approved by a 2/3 majority of the Executive Council and ratified by the General Assembly, such bye-laws shall constitute part and parcel of the legal framework of the Organisation in terms of its mandatory powers and effective.
- 53.5 No bye-law shall contradict any section of the Constitution.
- 53.6 Any existing bye-laws of the Organisation must be made known to members.

#### **54 Amendments to the Articles:**

Any section or sub-section of these Articles is subject to amendment. Amendments of these articles shall be effective, only if the following guidelines have been strictly followed:

- 54.1 Any member of Good Standing having the support of at least 10% of other members of Good Standing for the time being, in at least one-third (1/3) of all validated chapters (rounded to next full number) shall have the right to move a motion to amend the Constitution;
- 54.2 Any validated chapter with the support of not less than one-third (1/3) of other validated chapters shall have the right to move a motion to amend the Constitution;
- 54.3 The Executive Council with a 2/3 majority of its full members shall have the right to move a motion to amend the Constitution;
- 54.4 Notice of such motion shall reach the General Secretary in writing not less than sixty (60) days before the next General Meeting. The General Secretary shall immediately inform the Chairman. The motion shall be on the agenda of the meeting of the Executive Council where it is to be discussed;
- 54.5 Such a motion shall be referred to the next General Meeting;
- 54.6 After thorough deliberation at the General Meeting, the House shall decide with a 2/3 majority of the Members of the Organisation present either physically or by proxy;
- 54.7 In the event of affirmation, a Constitution Review Committee shall be installed by the House with the sole purpose of reviewing the said section or subsection of the Constitution;
- 54.8 Unless otherwise stated, the work of the Constitution Review Committee shall be limited to the content of the motion only;

- 54.9 The Constitution Review Committee shall present its work to the General House for deliberation and possible ratification, after previously sending a copy to the Secretariat;
- 54.10 The House shall approve the recommendation with a 2/3 majority of the Members of the Organisation present physically or by proxy. Otherwise, the Constitution remains unchanged;
- 54.11 The Constitution Review Committee shall automatically be deemed dissolved after the voting.



***NIDO Russia***

РЕГИОНАЛЬНОЙ ОБЩЕСТВЕННОЙ ОРГАНИЗАЦИЕЙ ПО СОДЕЙСТВИЮ СОЦИАЛЬНОЙ АДАПТАЦИИ НИГЕРИЙСКОЙ ДИАСПОРЫ «НИДО»