



The Constitution of Africa of Our Dream Initiative

Motto: To empower, educate and give access

First Adoption of the constitution

8/26/2018



TABLE OF CONTENTS

PREAMBLE	2
DATE OF CONSTITUTION (FIRST REGISTRATION): September 2018	2
ARTICLE 1: NAME	2
ARTICLE 2: NATIONAL LOCATION OF PRINCIPAL OFFICE.....	2
ARTICLE 3: AIMS AND OBJECTIVES.....	2
ARTICLE 4: POWERS OF THE FOUNDATION.....	2
ARTICLE 5: TRUSTEES	3
ARTICLE 6: MEMBERSHIP OF THE FOUNDATION	9
ARTICLE 7: DECISIONS WHICH MUST BE MADE BY THE MEMBERS OF THE FOUNDATION ..	10
ARTICLE 8: EMPLOYMENT OF PAID STAFF	11
ARTICLE 9: COMMON SEAL.....	11
ARTICLE 10: MEETINGS.....	11
ARTICLE 11: GOVERNING BODY	13
ARTICLE 12: ELECTION AND DUTIES OF PRINCIPAL OFFICERS OF THE FOUNDATION.....	14
ARTICLE 13: KEEPING OF REGISTERS.....	16
ARTICLE 14: USE OF ELECTRONIC COMMUNICATIONS.....	16
ARTICLE 15: SOURCES OF INCOME	16
ARTICLE 16: DISBURSEMENT AND APPLICATION OF FUNDS.....	16
ARTICLE 17: KEEPING OF ACCOUNT.....	17
ARTICLE 18: APPOINTMENT OF AUDITOR(S)	18
ARTICLE 19: AMENDMENT OF THE CONSTITUTION	18
ARTICLE 20: RULES	18
ARTICLE 21: SPECIAL CLAUSE	19



PREAMBLE

We, the members of "Africa of Our Dream Initiative" a non-profit and non-political organisation do firmly and solemnly resolve to provide for ourselves a constitution and to be governed by the provisions therein contained.

DATE OF CONSTITUTION (FIRST REGISTRATION): September 2018

ARTICLE 1: NAME

The name of the Association as incorporated trustees shall be "AFRICA OF OUR DREAM INITIATIVE" hereafter abridged "AODI" and regarded as "the foundation" in this document.

ARTICLE 2: NATIONAL LOCATION OF PRINCIPAL OFFICE

The principal office of the foundation is located at Students Multipurpose Building, University of Nigeria, Nsukka, Enugu State, Nigeria.

ARTICLE 3: AIMS AND OBJECTIVES

- a. Youth and women empowerment through education and capacity building

ARTICLE 4: POWERS OF THE FOUNDATION

The foundation has the power to do anything which is calculated to further its objectives or is conducive or incidental to doing so. In particular, the foundation has powers to:

- a. Contract in the same form and manner as an individual
- b. Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed.
- c. Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- d. Sell, lease or otherwise dispose of all or any part of the property belonging to the foundation with the sole aim of using the funds realised after that only for the activities of the foundation.
- e. Employ and remunerate such staff as are necessary for carrying out the work of the foundation
- f. Deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the foundation to be held in the name of the foundation.



ARTICLE 5: TRUSTEES

a. Functions and duties of charity trustees

The trustees shall manage the affairs of the foundation and may for that purpose exercise all the powers of the foundation. It is the duty of trustees to;

i. Ensure the foundation is carrying out its purpose for the public benefit. This means that trustees should

1. Ensure they understand the foundation's purposes as set out in this constitution
2. Plan what the foundation will do, and what they want it to achieve.
3. Be able to explain how all of the foundation's activities are intended to further or support its purposes
4. Understand how the foundation benefits the public by carrying out its purposes

Spending charity funds on the wrong purposes is a grave matter; in some cases, trustees may have to reimburse the charity personally.

ii. Comply with the foundation governing document and the law. This means that trustees must;

1. Make sure that the foundation complies with its constitution
2. Comply with charity law requirements and other legal requirements

iii. Act in the foundation's best interest. This means that a trustee and his/her co-trustees must;

1. Do what he/her and their co-trustees (and no one else) decide will best enable the foundation to carry out its purposes
2. Make balance and adequate informed decisions, thinking about the long-term as well as the short term
3. Avoid putting themselves in a position where their duties to the foundation conflict with their personal interests or loyalty to any other person or body.
4. Not receive any benefit from the charity unless it is duly authorised and is in the charity's interest; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner.



- iv. Manage the foundation's resources responsibly. Trustees must act responsibly, reasonably and honestly. Trustees must;
1. Make sure the foundation's assets are only used to support or carry out its purposes
 2. Avoid exposing the foundation's assets, beneficiaries or reputation to undue risk
 3. Not over-commit the foundation
 4. Take special care when investing or borrowing
 5. Comply with any restrictions on spending funds or selling land. Trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed to avoid any risk of making the foundation vulnerable to fraud or theft, or other kinds of abuse, and being in breach of their duties.
- v. Ensure the foundation is accountable. Trustees must comply with statutory accounting and reporting requirements. Trustees should;
1. Be able to demonstrate that the foundation is complying with the law, well run and effective
 2. Ensure appropriate accountability to members.
 3. Ensure accountability within the foundation, particularly where certain responsibilities are delegated or decisions to staff or volunteers
 4. Welcoming accountability as an opportunity and not a burden
- vi. Exercise their powers and to perform their functions in such capacity as trustees of the foundation in the way each one of them decides in good faith would be most likely to further the purposes of the foundation
- vii. Exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
1. Any specialised knowledge or experience that such trustee has or holds himself or herself out as having; and
 2. If he or she acts as a trustee of the foundation in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.



b. Eligibility for trusteeship

- i. Every trustee must be a natural person.
- ii. No individual may be appointed as a charity trustee of the foundation:
 1. if he or she is under the age of 18 years; or
 2. if he or she would automatically cease to hold office under the provisions of article [5 (c)(v)].
- iii. No one is entitled to act as a trustee whether on appointment or any re-appointment until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of the trustee.
- iv. At least one of the trustees of the foundation must be 20 years of age or over. If there is no trustee aged at least 20 years, the remaining trustees may only act to call a meeting of the trustees or appoint a new trustee.

c. Appointment of trustees:

- i. Apart from the founding trustees, the trustees of the foundation for the purpose of the Companies and Allied Matters Act no. 1 of 1990, shall be appointed at a General Meeting charged with the responsibility of selecting the Trustees with 2/3 majority votes of members present.
- ii. Appointed charity trustees
 1. Apart from the founding trustees, every appointed trustee must be appointed for a term of five years by a resolution passed at a duly convened general meeting of the trustees.
 2. In selecting individuals for appointment as appointed trustees, the foundation trustees must have regard to the skills, knowledge and experience needed for the effective administration of the foundation.
 3. Appointment of trustees five years after the founding date of the foundation must go through a public call advertised in media or any other way agreed by the board of trustees. Interested candidates will be shortlisted according



to merit and interviewed by the board of governors. Successful candidates will be recommended for approval at the general meeting.

iii. Ex officio Trustee[s]

1. The founder of the AODI shall remain a trustee (ex-officio) by reason of his position as a founder.
2. The manager and the assistant manager of the foundation, for the time being, shall automatically be trustees (ex-officio), for as long as they hold that office. He or she shall have all the powers of a trustee as contained in this constitution.
3. If unwilling to act as trustees, the office holder may;
 - a. before accepting an appointment as the foundation trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - b. after accepting appointment as the foundation trustee, resign under the provisions contained in article 5(f) (Retirement and removal of charity trustee

The office of ex-officio foundation trustee will then remain vacant until the officeholder ceases to hold office.

- iv. The total number of Trustees (From now on referred to as, “The Trustees”) shall not be less than five (3) and not more than 15. However, the maximum number of trustees shall be reviewed and determined by any present board of trustees according to need.
- v. Both founding Trustees and subsequently appointed trustees shall cease to hold office if he/she:
 1. Resigns his office
 2. Ceases to be a member of the Registered Trustees of the body.
 3. Becomes insane
 4. Is officially declared bankrupt
 5. Is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction



6. Is recommended for removal from office by majority of the board of Governors or the board of Trustees present at any board meeting or General Meeting of the body respectively.
- vi. Upon a vacancy occurring in the number of Trustees, a General Meeting will be held to appoint another eligible person(s) member of the Association as specified in [5(c)(ii)(3)].
 - vii. Upon continental expansion of the activities of AODI, the trustees shall be elected such that each country where there is a visible presence of the activities of AODI must have at least one national of the country as a member of the trustees.
- d. Taking of decisions by the foundation trustees Any decision may be taken either:
- i. At a meeting of the foundation trustees or board of governors; or
 - ii. By resolution in writing [or electronic form] agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be valid provided that
 1. A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 2. The majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the foundation at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.
- e. Retirement and removal of charity trustees
- i. A trustee ceases to hold office if he or she:
 1. retires by notifying the foundation in writing (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 2. is absent without the permission of the trustees from all their meetings held within one year and the trustees resolve that his or her office be vacated;
 3. dies;



4. in the written opinion, given to the foundation, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

5. is disqualified from acting as a trustee by the Companies and Allied Matters Act 1990 provisions establishing the foundation (or any statutory re-enactment or modification of that provision).

6. Is considered to fall below set performance indicators in discharge of his/her duties as a trustee.

- ii. Any person retiring as a trustee is eligible for reappointment but must go through the procedure as contained in article [5(c)(ii)(3)].
- iii. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after at least five years.

f. Delegation by the foundation trustees

- i. The trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- ii. This power is in addition to the power of delegation in the Companies and Allied Matters Act 1990 and any other power of delegation available to the foundation trustees, but is subject to the following requirements:
 - 1. a committee may consist of two or more persons, but at least one member of each committee must be a trustee;
 - 2. the acts and proceedings of any committee must be brought to the attention of the trustees as a whole as soon as is reasonably practicable; and
 - 3. the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

g. Information for new foundation trustees

The foundation trustees will make available to each new trustee, on or before his or her first appointment:



- h. a copy of the current version of this constitution; and
 - ii. a copy of the foundation's latest Trustees' Annual Report and statement of accounts.

ARTICLE 6: MEMBERSHIP OF THE FOUNDATION

- a. Formal (voting) membership
 - i. The members of the foundation shall be its charity trustees for the time being. The only persons eligible to be members of the foundation are its trustees. Membership of the foundation cannot be transferred to anyone else.
 - ii. Any member and trustee who ceases to be a trustee automatically cease to be a member of the foundation.
- b. Informal or associate (non-voting) membership
 - i. Volunteers and project facilitators of the foundation charity works can apply to be admitted as non-voting "Ambassador" membership. However, the trustees must seek an opinion from this membership either at the general meetings or any other means to inform decision making and project initiation by the foundation. This class of membership must always be consulted in crucial decisions as ambassadors of the foundation.
 1. Ambassadors shall continue to hold this title for as long as they remain volunteers or project facilitators for the foundation.
 2. Any ambassador who ceases to be a project facilitator or volunteer of the foundation shall cease to bear the title as an ambassador of the foundation. However, he/she can retain the title of "ex-ambassador" for life if and only if he/she had volunteered or facilitated any project for not less than 4 years and have not acted in such a way to bring dishonour to the foundation name.
 3. The ex-ambassadors by being admitted to the ex-ambassadors title shall remain non-voting members of the foundation for as long as they hold the title.
 - ii. The trustees may also create a non-voting membership from the general public who would want to identify with the foundation and this class of membership shall be called "associate members". The trustees may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members. This power invested on the trustees shall also apply within the limit it can go in admitting ambassador members as described in article 6(b)(i).



- iii. Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Companies and Allied Matters Act 1990 or Dissolution Regulations.
- iv. Non-voting members shall attend the general meetings of the foundation, contribute to every discussion but not have a voting right.

ARTICLE 7: DECISIONS WHICH MUST BE MADE BY THE MEMBERS OF THE FOUNDATION

- a. Any decision to:
 - i. amend the constitution of the foundation;
 - ii. amalgamate the foundation with, or transfer its undertaking to, one or more other foundation, in accordance with the Companies and Allied Matters Act 1990; or
 - iii. wind up or dissolve the foundation (including transferring its business to any other charity) must be made by a resolution of the members of the foundation (with details of the decision made available at a general meeting for non-voting members).
- b. Decisions of the members may be made either:
 - i. by resolution at a general meeting; or
 - ii. by resolution in writing, in accordance with article 7(d) of this constitution.
- c. Any decision specified in sub-clause (a) (article 7(a)) of this clause must be made in accordance with the provisions of article 19 (amendment of the constitution), article 21 (special clause: Voluntary winding up or dissolution), or the provisions of the Companies and Allied Matters Act 1990, or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting or agreed upon by all members in writing.
- d. Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be valid provided that:
 - i. A copy of the proposed resolution has been sent to all the members eligible to vote, and
 - ii. the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within 28 days beginning with the circulation date. The document signifying a member’s agreement



must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the foundation has specified.

The resolution in writing may comprise several copies to which one or more members have signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the foundation on the date when the proposal is first circulated.

ARTICLE 8: EMPLOYMENT OF PAID STAFF

1. The board of governors shall employ at least a manager and an assistant manager who shall manage the affairs of the foundation as delegated to them by the Board of Governors of the foundation which should be the highest decision-making body of the foundation.
2. The salary of the employees shall be determined by the highest decision-making body of the foundation.
3. The number of staff members to be employed shall be determined by the board of governors at any point in time, and they shall have the power to fire and recruit staff members following due processes as agreed by the Governing board.

ARTICLE 9: COMMON SEAL

- a. The Trustees shall have a Common seal.
- b. Such Common seal shall be kept in the custody of the secretary who shall produce it when required for use by the Trustees.
- c. All documents to be executed by the Trustees shall be signed by such number of them and sealed with the Common seal.

ARTICLE 10: MEETINGS

- a. For effective administration of the Association there shall be the following meetings:
 - i. The quarterly meeting of Trustees which must take place in the last month of each quarter
 - ii. Annual general meeting of all members which must take place within 340 days from the last annual meeting
 - iii. Approval meetings for projects exceeding three hundred thousand Naira (N300,000.00) by the governing board of trustees
 - iv. Any other meetings as might arise to ensure the effective running of the foundation



v. The quorum for the meetings shall respectively be as follows; where the active member is defined as a person who has attended at least one of the last four consecutive meetings within a year or in the case of annual meetings, one of two consecutive annual meetings.

1. One-third of active members of the trustees
2. One-third of active members of the foundation
3. One-third of active members of the governing board of trustees

b. Meetings of the foundation trustees

i. Calling meetings

The trustees meeting as well as the board of governors' meetings can be called through electronic means (text messages or email or through private or in-house social platform open to only members of the trustees or through the foundation website). The minimum period of notice required to hold a meeting of members of the foundation shall be 14 days. Except where a simple majority of all active members agreed on it, a meeting can be called by shorter notice.

ii. Chairing of meetings

Trustees meetings and the board of governors' meetings shall be chaired by the chairman of the board of governors or by the vice-chairman in the absence of the chairman or by the secretary in the absence of both the chairman and the vice-chairman.

iii. Procedure at meetings

- 1.No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 3 trustees, or the number nearest to one-third of the total number of trustees, whichever is greater, or such larger number as the trustees may decide from time to time. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote
2. Questions arising at a meeting shall be decided by a majority of those eligible to vote
3. In the case of an equality of votes, the person who chairs the meeting shall have a second casting vote

iv. Participation in meetings by electronic means

- i. In principle, meetings shall involve the physical presence of members. However, a meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participant



- ii. Any trustee participating at a meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting
 - iii. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- c. General meetings of members
- i. Calling of general meetings of members

A general meeting shall be called as specified in article 10(b)(i) (meetings of the foundation trustees), as it applies to those who are qualified to attend the general meetings.
 - ii. Procedure at general meetings
 - 1. The general meeting shall be chaired by the chairman of the board of governors or the vice-chairman of the board of governors in the absence of the Chairman or by the order specified in article 10(b)(ii) in the absence of both the chairman and the vice- chairman of the board of governors.
- d. Minutes of meetings
- The trustees through the secretaries must keep minutes of all:
- i. appointments of officers made by the foundation trustees;
 - ii. proceedings at general meetings of the foundation;
 - iii. meetings of the trustees and committees of trustees including:
 - 1. the names of the trustees present at the meeting;
 - 2. the decisions made at the meetings; and
 - 3. where appropriate the reasons for the decision

ARTICLE 11: GOVERNING BODY

There shall be two ranks of governance of the foundation which shall include;

- a. The Board of Governors: This shall be the highest decision-making body of the foundation and shall comprise of active trustees elected to serve for five years during their time as trustees.
 - i. There shall be a Chairman, Vice-chairman, secretary, assistant secretary, financial secretary, treasurer and four project leaders among the members of the board of governors. Extra positions can be created if the need arises as the board of governors deem fit. New members



from appointed trustees who are not founding trustees shall be elected into the board of governors as the need arises as shall be determined by the board of governors.

- ii. The foundation founder, Izuogu David Chukwuma shall by his position remain the Chairman of the Board of governors for the period of his term as a trustee.
 - iii. There shall be a newly elected Chairman from the trustees when the founder
 - 1. Ceases to be a member of the trustees
 - 2. Resigns from his position
 - 3. Retires from the office
 - 4. Is convicted of any criminal act by a court of competent jurisdiction
 - 5. Can no longer carry out his responsibility as the Chairman of the Board of Governors
 - iv. Newly elected chairman of the board of governors shall hold office for 5 years and can be re-elected one more time. However, if no other trustees are willing to hold the office of the chairman, a serving chairperson might hold office for as long as it would take to find a new chairperson even if he or she had served full two-term as a chairman.
 - v. The Chairman shall call all meetings through the secretary of the Board of Governors. The chairman shall also call a meeting upon request by any member of the trustees. However, if the chairman thinks the meeting is not necessary he can call for a vote through electronic means and a simple majority shall be required to convene the meeting as required by article 10(b)
 - vi. The meetings shall follow the procedures outlined under meetings of trustees as it applies to members of the board.
- b. The Board of trustees: This shall comprise of all active trustees holding administrative position, patron and committee heads who have been delegated as specified in article 5(f).
- i. The Chairman of the board of governors shall preside over the board of trustees as its Chairman. The patron and committee heads who are not trustees shall have no voting power if present at the board of trustees meeting.

ARTICLE 12: ELECTION AND DUTIES OF PRINCIPAL OFFICERS OF THE FOUNDATION

- a. The position of the chairman of the board of governors shall become elective in the event of article 11(a)(iii). However, there shall be elective positions of vice-chairman, secretary, assistant secretary, financial secretary, treasurer, four project leaders and four assistant project leaders.



- i. A trustee with simple majority votes for that position in which he stood for an election shall be declared a winner and shall hold office for a period of 4 years. He/she might be re-elected one more time for that same office. However, if no other trustees are willing to hold the office, a serving officer trustee might hold office for as long as it would take to find a new officer even if he or she had served full two-term as an officer to that particular office.
 - ii. The election shall be carried out as agreed by the simple majority of the trustees from time to time.
 - iii. Should there be a tie for any position, the incumbent Chairman shall have a second vote to determine the winner.
- b. A trustee can hold more than a single position if there is no one willing to hold such position at such time until such tenure has elapse.
 - c. The chairman, the vice-chairman, the secretary, financial secretary, treasurer cannot double as a project leader unless there is no one available to lead any of the projects. However, the vice-chairman, the secretary, financial secretary, and the treasurer can be elected as assistant project leaders.
 - d. Both the board of governors and the board of trustees shall be run by the same executive members.

The roles of the principal officers shall be;

 - i. Chairman of Board of governors: Shall regulate the activities of all other principal officers and the overall activities of the foundation as shall be agreed by the board of trustees. He/she shall also have the power to make decision on behalf of the foundation but must communicate such decision to the trustees as soon as possible in the event that the trustees can not call a meeting to decide on such issue.
 - ii. Vice chairman: Shall act in place of the chairman in the absence of the chairman and assist the chairman in running the foundation.
 - iii. Secretary and assistant secretary: Shall keep records of the meetings and activities of the foundation including financial updates as shall be tendered by the financial secretary and keep a total inventory of the association's assets and liabilities both in cash and in materials. The secretaries shall also be responsible for the minutes of the meetings, calling of meetings when directed by the chairman or president as the case may be.
 - iv. Financial Secretary: Shall keep records of all monies received and spent by the foundation as well as collect receipts for all transactions.
 - v. Treasurer: Shall ensure all monies received by the financial secretary is paid into the foundation account within the allowed time frame specified in article 17(b) and obtain receipts for such monies.



- vi. Project leaders: There shall be a project leader and an assistant for each of the four goals of the foundation. The project leaders shall be responsible for managing and executing all projects approved by the board of governors under the goals they head.

ARTICLE 13: KEEPING OF REGISTERS

The foundation must comply with its obligations under the provisions of Companies and Allied Matters Act 1990 in relation to the keeping of, and provision of access to, a (combined) register of its members (including non-voting member) and trustees.

ARTICLE 14: USE OF ELECTRONIC COMMUNICATIONS

The foundation shall comply with the requirements of the freedom of information law of the Nigerian constitution to;

- a. provide information to the Cooperate Affairs Commission or any other authorised body or persons in a particular form or manner within the limit to which the information may be private and confidential for security purposes of either benefactors or donors.

ARTICLE 15: SOURCES OF INCOME

The sources of income for the Association shall include:

- a. Private Donations
- b. Fund applications from national and international bodies or cooperation
- c. Donations from the public
- d. Legal Investments
- e. Donations from other governmental and non-governmental organisations

ARTICLE 16: DISBURSEMENT AND APPLICATION OF FUNDS

- a. The foundation shall execute documents either by signature or by affixing its seal.
- b. A document is validly executed by signature if it is signed by at least two of the trustees, in principle, the chairman and the secretary. The chairman or secretary can also delegate any member of the trustees in writing (via official email or on paper) to sign on his/her behalf.
- c. For bank withdrawals, the Chairman of the board of governors and the secretary (or assistant) and/or the financial secretary shall be signatories to the account. The chairman must be a permanent signatory for any valid withdrawal and must co-sign with at least one other signatory. However, if for any reason the chairman is not available to sign, he or she must send an instruction through the



- official email of the chairman as registered with the bank instructing that any two of either the secretary, the assistant secretary and the financial secretary be allowed to sign for such withdrawal.
- d. The bank withdrawal booklet shall be in the custody of the financial secretary and must be made available upon request by the chairman for withdrawal.
 - e. The foundation shall maintain an online banking account or hold an ATM card for its account and can set up online payment platform for the sake of donations from the donors or receipt of funds. However, if any mobile/internet banking is agreed by the trustees, such agreement must be communicated to the bank in writing and signed by all members of the board of governors. Such mobile/internet banking must not allow direct withdrawal from its platform by one official.

ARTICLE 17: KEEPING OF ACCOUNT

- a. The foundation shall keep up to two saving or current account and must be domiciled in any of the approved commercial banks in Nigeria or countries where the foundation operates. If the need arises, the foundation can also keep an additional domiciliary account but must be with an approved commercial bank in Nigeria. However, if the laws of Nigeria and that of other country permit it, the foundation can keep a foreign account if it is required for the proper running of the foundation especially with receipt of funds and support from foreign donors. Such an account must not be used for any form of illegal money transfer or any form of fraudulent activity.
- b. All monies accruing to the foundation must be paid directly into the foundation bank account. If cash was made available by donors or from any other source, the sum must be deposited to the foundation account within forty-eight (48) hours of receipt on weekdays or in the next working day if the cash was received on a bank holiday, whichever comes first. No money accruing to the foundation shall be kept in personal accounts or received in personal accounts. If for any reason there is such need, the board of governors must approve of it and such money must be transferred to the foundation's bank account with seven (7) days of receipt.
- c. Accounting records, accounts, annual reports and returns, register maintenance.
 - i. The foundation shall keep some money for an emergency as may be determined by the trustees to ensure it does not go bankrupt.
 - ii. The trustees must comply with the requirements of the Companies and Allied Matters Act 1990 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns.



The statements of account, reports and returns must be sent to the Cooperate Affairs Commission, regardless of the income of the foundation within 10 months of the financial year.

- iii. The trustees must comply with their obligation to inform the Cooperate Affairs Commission within 28 days of any change in the particulars of the foundation entered on the Central Register of Cooperate Affairs Commission.
- d. The Association shall ensure the accurate keeping of records of all income and expenditure

ARTICLE 18: APPOINTMENT OF AUDITOR(S)

- a. Independent qualified and licensed auditors shall be appointed at the general meeting to audit the financial records of the foundation annually and submit an audited report to the Annual General Meeting of the foundation.
- b. The audited financial statements (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the annual returns and file with the Corporate Affairs Commission.

ARTICLE 19: AMENDMENT OF THE CONSTITUTION

- 1. In line with the provisions of the Companies and Allied Matters Act 1990, the foundation may alter the provision of its Constitution at a General meeting by a resolution passed by simple majority and approved by the Corporate Affairs Commission.
- 2. Any alteration of article 19(1) on article 21(e), or of any provision where the alteration would provide authorisation for any benefit to be obtained by the foundation trustees or members of the foundation or persons connected with them, requires the prior written consent of the Cooperate Affairs Commission.
- 3. No amendment that is inconsistent with the provisions of the Companies and Allied Matters Act 1990 or the constitution of the federal republic of Nigeria shall be valid.
- 4. A copy of every resolution amending the constitution, together with a copy of the foundation's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Cooperate Affairs Commission.

ARTICLE 20: RULES

The trustees may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the foundation, but such rules or bye-laws



must not be inconsistent with any provision of this constitution. Copies of any such rules or bye-laws currently in force must be made available to any member of the foundation on request.

ARTICLE 21: SPECIAL CLAUSE

- a. The income and property of AODI shall be applied solely towards the promotion of the objective of the body as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the foundation
- b. Provided that nothing herein shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the foundation in return for any service rendered to the foundation:
 - i. With the exception of ex-officio members of the Governing Council, no member of the Council of Management or Governing Body shall be appointed to any salaried office of the foundation or any office of the foundation paid by fees; and
 - ii. No remuneration or other benefits in money or money's worth shall be given by the body 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 or reasonable fees for services rendered.
- c. Benefits and payments to trustees and connected persons
 - i. General provisions

No trustee or connected person may:

 1. buy or receive any goods or services from the foundation on terms preferential to those applicable to members of the public;
 2. sell goods, services, or any interest in land to the foundation;
 3. be employed by, or receive any remuneration from, the foundation;
 4. receive any other financial benefit from the foundation;
 5. unless the payment or benefit is permitted by article 21(c)(ii) of this clause or authorised by the court or the prior written consent of the Cooperate Affairs Commission has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
 - ii. Scope and powers permitting trustees' or connected Persons' benefits



1. A trustee or connected person may receive a benefit from the foundation as a beneficiary of the foundation provided that a majority of the trustees do not benefit in this way.
2. A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the foundation where that is permitted in accordance with, and subject to the conditions in, Company and Allied Matters Act 1990.
3. Subject to article 21(c)(iii) of this clause a charity trustee or connected person may provide the foundation with goods that are not supplied in connection with services provided to the foundation by the charity trustee or connected person.
4. A trustee or connected person may receive interest on money lent to the foundation at a reasonable and proper rate which must be not more than the central Bank of Nigeria bank rate (also known as the base rate).
5. A trustee or connected person may receive rent for premises let by the trustee or connected person to the foundation. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
6. A trustee or connected person may take part in the normal trading and fundraising activities of the foundation on the same terms as members of the public

iii. Payment for supply of goods only – controls

The foundation and its trustees may only rely upon the authority provided by article 21(c)(ii)(3) of this clause if each of the following conditions is satisfied:

1. The amount or maximum amount of the payment for the goods is set out in a written agreement between the foundation and the charity trustee or connected person supplying the goods (“the supplier”).
2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
3. The other trustees are satisfied that it is in the best interests of the foundation to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.



4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the foundation.
 5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
 6. The reason for their decision is recorded by the trustees in the minute book.
 7. A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 21(c)(ii)
- iv. In article 21(c)(ii) and 21(c)(iii) of this clause:
1. “the foundation” includes any company in which the foundation:
 - a. holds more than 50% of the shares; or
 - b. controls more than 50% of the voting rights attached to the shares; or
 - c. has the right to appoint one or more directors to the board of the company;
 2. “connected person” includes any person within the definition set out in article 21(h) (Interpretation)
- d. If in the event of a winding up or dissolution of the corporate body as specified in section 608 of the Companies and Allied Matters Act 1990, 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 foundation but shall be given or transferred to some other institutions, having objects similar to the objectives of the foundation, such institutions to be determined by the members of the foundation at or before the time of dissolution.
- e. If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable object.
- f. Conflicts of interest and conflicts of loyalty A trustee must:
- i. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the foundation or in any transaction or arrangement entered into by the foundation which has not previously been declared; and
 - ii. absent himself or herself from any discussions of the trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the foundation and any personal interest (including but not limited to any financial interest). Any trustee absencing himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.



g. Disputes

If a dispute arises between members of the foundation about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

h. Interpretation

In this constitution:

“connected person” means:

- i. a child, parent, grandchild, grandparent, brother or sister of the trustee;
- ii. the spouse or civil partner of the trustee or of any person falling within sub-clause (i) above;
- iii. a person carrying on business in partnership with the trustee or with any person falling within sub-clause (i) or (ii) above;
- iv. an institution which is controlled –
 1. by the trustee or any connected person falling within sub-clause (i), (ii), or (iii) above; or
 2. by two or more persons falling within sub-clause (iv)(1), when taken together
- v. a body corporate in which –
 1. the trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or
 2. two or more persons falling within sub-clause (v)(1) who, when taken together, have a substantial interest

Dated this 26th day of August 2018

Signature of Chairman of the board of governors

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The Constitution of Africa of Our Dream Initiative