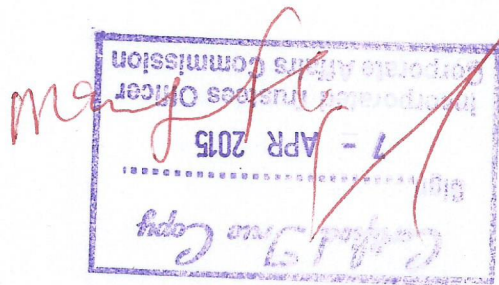


THE
CONSTITUTION

OF



**YOUTHS FOR HUMAN RIGHTS PROTECTION AND
TRANSPARENCY INITIATIVE**

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PREAMBLE

We, the members of YOUTHS FOR HUMAN RIGHTS PROTECTION AND TRANSPARENCY INITIATIVE a non-profit and non-governmental organization have firmly and solemnly resolved to provide for ourselves a constitution and to be governed by the provisions therein contained.

ARTICLE 1: NAME:

The Name of the INITIATIVE is INCORPORATED TRUSTEES OF YOUTHS FOR HUMAN RIGHTS PROTECTION AND TRANSPARENCY INITIATIVE.

ARTICLE 2: ADDRESS:

The Head Office address of the INITIATIVE shall be in Nigeria

ARTICLE 3: AIMS & OBJECTIVES

The aims and objectives of the INITIATIVE are:

- a) Committed to human rights and alleviation of human Sufferings.
- b) Giving free legal aid and defending human rights.
- c) Educating and empowering women and youths.
- d) Visiting hospitals to take care of the sick.
- e) Providing tuition fees and educational materials to students.
- f) Assisting orphans and less privileged children.
- g) To provide care, support and protection to vulnerable children, youths and women in Nigeria.
- h) Advocating for the rights of youths and promoting transparency/accountability.

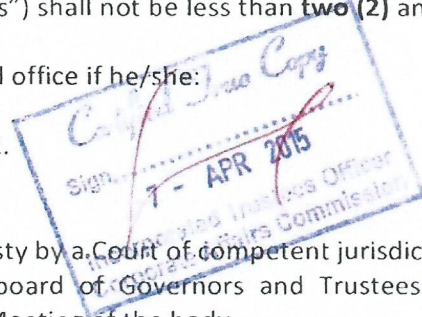
ARTICLE 4: TRUSTEES

The Trustees of YOUTHS FOR HUMAN RIGHTS PROTECTION AND TRANSPARENCY INITIATIVE for the purpose of the Companies and Allied Matters Act NO. 1 of 1990 shall be elected at a General Meeting with responsibility of selecting the trustees with two-third (2/3) majority votes of members present.

- (a) Such Trustees (hereinafter referred to as, "The Trustees") shall not be less than **two (2)** and not more than **ten (10)** in number.
- (b) A Trustee may hold office for life but shall cease to hold office if he/she:
 - (1) Resigns his or her Office
 - (2) Ceases to be a member of the registered INITIATIVE.
 - (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 a board of Governors and Trustees by a majority vote of members present at any General Meeting of the body.
 - (7) Ceases to reside in Nigeria.
- (c) Upon a vacancy occurring in the number of Trustees a General Meeting will be held to appoint another eligible member of the INITIATIVE.

MEMBERSHIP:

Membership of this INITIATIVE shall be open to all of human race without discrimination of religious or ethnic background, who believes in the aims and objectives of the INITIATIVE.



ARTICLE 5: THE COMMON SEAL

- a. The Trustees shall have a common seal,
- b. Such common seal will 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 as approved by this constitution, and sealed with the Common Seal.

ARTICLE 6: MEETING

For effective administration of the **INITIATIVE** there shall be the following Meeting.

- a. An Annual General Meeting of the **INITIATIVE** shall be held during the month agreed to by the Board of Trustees
- b. Monthly General Meetings
- c. Meeting of the Executive Council
- d. Special General Meeting
- e. Executive Meeting shall be held twice a month or whenever the Executive council deems it necessary, they may call for a general meeting

SECTION 1: DUTIES OF THE ANNUAL GENERAL MEETING

- i. The Business of the Annual General Meeting shall be to receive the Chairman's report on the activities of the **INITIATIVE**, its financial position, to remove and elect the Auditors and to fix the dues and other payment, if any, for the following year.
- ii. The Trustees shall hold meeting at such other times and in such places as they shall from time to time decide.

SECTION 2: MEETING OF THE BOARD OF TRUSTEES:

- i. The Board of Trustees shall meet at least once a quarter to examine the accounts and review the affairs of the **INITIATIVE**.
- ii. Two (3) members of the Board of Trustees of the **INITIATIVE** shall form a Quorum at the Board of Trustees Meeting.
- iii. In the absence of the **Chairman**, any other Office Holder shall preside at all General or Committee Meetings of the **INITIATIVE** and the presiding member will have a casting vote.

SECTION 3: SPECIAL GENERAL MEETING

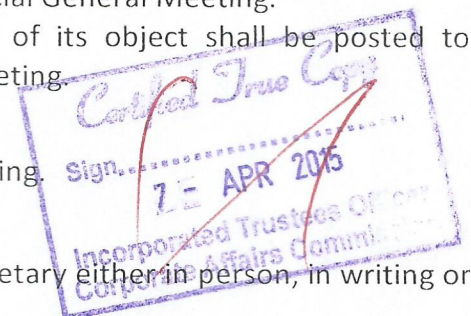
- i. The Board of Trustees shall at any time whenever requested in writing by at least **(2/3) Two-Third** members call a Special General Meeting.
- ii. Upon such a request for a Special General Meeting having been duly received by the Board of Trustees, it shall within 21 days of the receipt convene a Special General Meeting.
- iii. Notice of the Special General Meeting with a statement of its object shall be posted to members at least seven clear days before the date of the meeting.

SECTION 4: QUORUM

It shall be 2/3 majority of the members present at the General Meeting.

SECTION 5: PROCEEDINGS AT MEETING

- a. Notice of Meeting shall be given to the members by the secretary either in person, in writing or by electronic or text messages.
- b. In the case of an Annual general meeting a notice of 21 days shall be given. In case of an Extra Ordinary General Meeting a notice of 14 days shall be given.
- c. In the case of a special business, the general nature of that business shall be made known.
- d. A meeting of the **INITIATIVE** notwithstanding the fact that it is called by shorter notice than that specified in this regulation shall be deemed to have been duly called if it is so agreed.
- e. Resolutions at Annual General Meetings shall be passed by a simple majority of the votes entitle to be cast by those present at the meeting.
- f. No business shall be transacted at any Annual General Meeting unless a quorum of members is present at the time the meeting proceeds, by two-third of the members entitled to attend a meeting which constitutes the quorum.



- g. Each member shall have one vote on every resolution.
- h. The Chairman of the Board of Trustees shall preside over every General Meeting of the **INITIATIVE**. Where there is no such Chairman or if he is not present within thirty minutes after the time appointed for the holding of the meeting or he is unwilling to so act, as Chairman or in his absence any other office holder shall preside.

ARTICLE 7: GOVERNING BODY

For effective Management of the **INITIATIVE** the following offices shall be created.

(1) Chairman of the Board of Trustees, (2) Executive Board, (3) Secretary (4) Public Relations Officer, (5) Welfare Officer, (6) Director of Socials/Provost, (7) Treasurer and (8) Financial Secretary.

BOARD OF TRUSTEES

Board of Trustees shall be headed by a Chairman at all Executive and General Meetings of the **INITIATIVE**.

- i. Shall sign the minutes of all Executive and General Meetings.
- ii. Shall represent the **INITIATIVE** in conjunction with other Executive officers at all meetings involving external bodies.
- iii. Shall be an active member and has the casting vote in a case of tie at any meeting
- iv. Shall discharge other duties reasonably incidental to his office
- v. Shall present annual report of the **INITIATIVE 'S** activities along with Accounts to members.

DUTIES OF THE BOARD OF TRUSTEES

- a. They shall formulate policy for the **INITIATIVE**.
- b. They shall direct the opening of the **INITIATIVE bank** account and to appoint its three (3) signatories. Any two (2) signatories shall be valid for any withdrawal. One of such signatories shall be the President.
- c. To receive and consider the utilization of grants advanced to the **INITIATIVE** by their sponsors.
- d. To examine proposals presented by beneficiaries of the **INITIATIVE** before disbursements.

CHAIRMAN

- i. Shall function as the **CHAIRMAN** and chief operating officer with responsibilities for the daily management of the **INITIATIVE**.
- ii. He shall assist the **Board of Trustees** in the discharge of the duties of the **Board** and shall preside at meetings
- iii. All other functions that may be assigned or delegated to him either by the **Board of Trustees** or the General Meeting.
- iv. Shall prepare budgets and reports for presentation to the **Board** and General Meeting.

SECRETARY

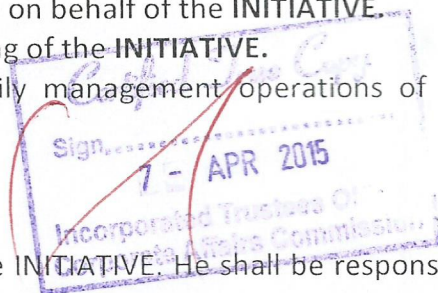
- i. He shall perform all secretariat and administrative duties of the **INITIATIVE**.
- ii. He shall take minutes and keep records of proceedings at meetings.
- iii. He shall be responsible for issuing notices and correspondence on behalf of the **INITIATIVE**.
- iv. He shall in consultation with the Chairman, summon all meeting of the **INITIATIVE**.
- v. Shall assist the Chairman in all matters relating to the daily management operations of the **INITIATIVE**.

PROVOST:

- i. He shall be the **INITIATIVE's** image maker.
- ii. He shall maintain decorum during meetings and events of the **INITIATIVE**. He shall be responsible for organizing social events of the **INITIATIVE**.
- iii. He shall keep record and collect fines of defaulters such as latecomers, noise makers or disturbance, absenteeism.

PUBLIC RELATIONS OFFICER

- i. He shall circulate information to members and the public even via the media as appropriate on **INITIATIVE** activities;
- ii. He shall ensure that the welfare of members is well attended to.



FINANCIAL SECRETARY

- i. Shall be the custodian of the INITIATIVE's financial resources and valuables.
- ii. He shall be a signatory to the INITIATIVEs Bank Account and shall pay funds received into the Bank Account within 72 hours with the exception of the imprest which he shall maintain.
- iii. He shall maintain an imprest of the sum of Ten Thousand Naira (=N=10,000.00) replenishable on exhaustion.
- iv. He shall Issue receipt for all monies received and keep vouchers of expenditure as well as proper record of all financial transactions of the INITIATIVE.

ARTICLE 8: SOURCES OF FUND

For the purpose of raising and generating funds and other resources (in cash or in kind) for the realization of its aims and objectives, the **INITIATIVE** may:

1. Accept donations (whether cash and/or kind) from individuals, Trustees, friends, charity, corporate bodies and government in Nigeria or elsewhere.
2. Receive grants or assistance from individuals, Trust-fund and other charitable or philanthropic INITIATIVE in Nigeria or elsewhere.
3. Communities participation/contributions, donations, contributions from International Agencies and Sister Non-Governmental **INITIATIVE**.

DONATION

The **INITIATIVE** shall have power to accept donation and gifts from Members, Groups, Corporate bodies or individuals provided the conditions attached to such donations are not inconsistent with the aims and objectives of the **INITIATIVE** and is generally acceptable as not inimical to the aims and objectives of the **INITIATIVE**.

ARTICLE 9: DISBURSEMENT AND APPLICATION OF FUNDS

The **INITIATIVE** shall operate bank accounts in its name. The signatories to the account shall be Chairman, the Financial Secretary and the Treasurer. All monies must be paid into the account immediately upon receipt and on no account shall the treasurer keep cash of more than N5,000.00 with him/her at any point in time.

Financial year of the **INITIATIVE** shall be from 1st January to 31st December, of every year.

- i. All expenditure (Current Capital or otherwise) of the **INITIATIVE** must be duly countersigned by the Treasurer of the **INITIATIVE**.
- ii. There shall be one account i.e. one operating account (current) for the **INITIATIVE** and excess fund shall be invested in viable projects with the approval of the General Meeting.

ARTICLE 10: KEEPING OF ACCOUNT

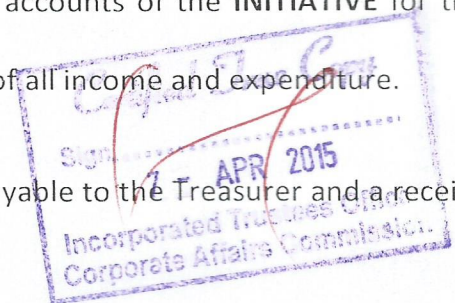
- i. The account shall be audited by an Auditor or Auditors appointed by the General House, from time to time. The Auditor shall scrutinize the account of the **INITIATIVE** when it is required. The **INITIATIVE** may open and operate any type of account in any Bank of their choice.
- ii. All reports by the Treasurer and Financial Secretary of the **INITIATIVE** to the General Meeting must include Auditor's report on the Management of the accounts of the **INITIATIVE** for the relevant period.
- iii. The **INITIATIVE** shall ensure the accurate keeping of record of all income and expenditure.

RECEIPTS:

All fees, subscriptions and money due to the **INITIATIVE** shall be payable to the Treasurer and a receipt issued shall be the only sufficient discharge.

ARTICLE 11: APPOINTMENT OF AUDITOR(S):

- (1) Independent qualified and licenced Auditors shall be appointed by members at the General Meeting, to audit the financial records of the **INITIATIVE** annually and submit an audited report to the Annual General Meeting of the **INITIATIVE**.
- (2) The audited financial statements (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the annual returns and filed with the Corporate Affairs Commission.



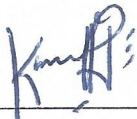
ARTICLE 12: AMENDMENT OF CONSTITUTION

The **INITIATIVE** may alter the provision of its Constitution at the General Meeting by a resolution passed by a simple majority of its members and approved by the Commission.

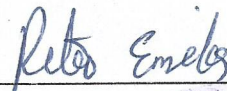
ARTICLE 13: SPECIAL CLAUSE:

- (1) THE INCOME AND PROPERTY OF **YOUTHS FOR HUMAN RIGHTS PROTECTION AND TRANSPARENCY INITIATIVE** shall be applied solely towards the promotion of the objective of the body as set forth in this **RULES AND REGULATIONS/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 **YOUTHS FOR HUMAN RIGHTS PROTECTION AND TRANSPARENCY INITIATIVE**.
- (2) **PROVIDED** that nothing herein shall prevent the payment in good faith, or reasonable and proper remuneration to any officer or servant of the **INITIATIVE** in return for any service actually rendered to **YOUTHS FOR HUMAN RIGHTS PROTECTION AND TRANSPARENCY INITIATIVE**:
 - (a) With the exception of ex-officio members of the Board of Trustees, no member of the Board of Trustees or Executive of the **INITIATIVE** shall be appointed to any salaried office of the **INITIATIVE** or any office of the **INITIATIVE** paid by fees; and
 - (b) No remuneration or other benefits in money or money's worth shall be given by the body to any member of such Board of Trustees except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised; or let to **YOUTHS FOR HUMAN RIGHTS PROTECTION AND TRANSPARENCY INITIATIVE** or reasonable fees for services rendered.
- (3) If in the event of a winding up or dissolution of the Corporate Body if there remains after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of **YOUTHS FOR HUMAN RIGHTS PROTECTION AND TRANSPARENCY INITIATIVE** but shall be given or transferred to some other institution(s) having objects similar to that of the **INITIATIVE** such institutions to be determined by the members of the **INITIATIVE** at or before the time of dissolution.
- (4) If effect cannot be given to the aforesaid provision, then the remaining property shall be transferred to some charitable object.

Dated this 4th Day of March, 2015



MR. KENNETH UWADI
CHAIRMAN



ENGR. PETER EMEKA
SECRETARY

