**ROTALUM EIGHTIES CONSTITUTION**

**THE CONSTITUTION OF ROTALLUM 80’S**

**RATIFIED AT THE EXTRA ORDINARY GENERAL MEETINGS OF SATURDAY, 15TH OF JANUARY AND SATURDAY, 19TH OF FEBRUARY 2022**

**ARTICLE I-INTRODUCTION**

a) This is a group of men and women who came together through their former association with the service club in Nigeria known as **ROTARACT CLUB** since its inception till the year 1989.

b) ROTALUM 80’s is neither an associate nor an affiliate of Rotary International.

**ARTICLE II – NAME AND FISCAL YEAR OF THE ASSOCIATION**

a) The name of the Association shall be ROTALUM 80s with its headquarters in Nigeria.

b) The fiscal year of the Association shall be 1st July to 31th June of the following year.

c) There shall be chapters in other regions of the world

**ARTICLE III – MEMBERSHIP AND QUALIFICATION**

a) Membership of the Association shall be limited to past members of Rotaract clubs in Nigeria that served as Rotaractors from inception to 1989.

b) Each intending member must be identified as a Rotaractor in the 80s by a minimum of three existing members of Rotalum 80s one of who must be a member of the home club of the intending member.

c) Every member that is admitted and who accepts admission shall be bound by the provisions of this constitution and other by laws, rules and regulations.

d) Members that joined Rotaract clubs and served as Rotaractors after 1989 (as stated in Article III (a)) but had been admitted as Rotalum 80s members before the commencement of this constitution shall retain their membership of the Association.

e) There shall be no further admission to past Rotaractors who joined the club from 1990 save as provided for in Article III (d).

f) Each member of the Association shall be required to pay stipulated annual dues to be determined by the Global Executive Committee or the respective chapters Executive Committees at the beginning of the Association’s fiscal year subject to ratification by the whole house.

i) Any member who fails to pay his or her annual dues within 90 days of the commencement of the fiscal year shall be notified by the Association’s Financial Secretary of such failure and or omission.

ii) Where a member fails to pay his or her annual dues, such a member shall not be entitled to vote or be voted for and shall be denied all benefits of membership of the Association.

g) Suspension, termination and resignation of membership

Membership of the association can be terminated through the following clauses: -

a) Criminal conviction by a court of competent jurisdiction.

b) Death of a member

c) Resignation of membership

**ARTICLE IV- PURPOSE OF THE ASSOCIATION**

The primary purpose of the Association shall be for welfare and charity of members of the Association.

**ARTICLE V – ADMINISTRATION AND OFFICERS OF THE**

**ASSOCIATION**

a) There shall be two levels of executive administration in the association:

i) The Global Executive Committee

ii) The Chapter Executive Committee

b) The Global Executive Committee (GEC) shall be the highest decision making body of the Association and it shall compose of the following: -

1) President

2) Vice President

3) Chapter chairperson (one from each chapter)

4) Secretary

5) Asst. Secretary

6) Treasurer

7) Financial secretary

8) Social/Publicity Secretary

c)(1) The Association presently has two chapters to wit:-

a) Americas – To cater for all members residing in the Americas

b) Europe – To cater for all members residing in Europe

In addition to the aforementioned chapters, new chapters shall be created as the need arises.

c) (2) There shall be Chapter Executive Committee (CEC) which shall comprise of officers elected by the chapters as follows:-

1. Chairperson

2. Secretary

3. Treasurer

4. Any other position as may be considered necessary by the chapters.

**ARTICLE VI – EXECUTIVE FUNCTIONS**

a) **President**

i) The President shall lead, oversee and ultimately be responsible for all functions of the Association, ensuring its growth, development, continuity and financial stability.

ii) The President shall serve as chairperson of the GEC and shall attend all meetings of the Board of Trustees.

iii) He shall preside over all meetings including extraordinary meetings of the Association and those agreed upon by the GEC.

iv) He shall be a signatory to the Association’s account(s)

iv) He shall perform other duties as appropriate to the office of the President.

b) **Vice President**

i) He shall preside at meetings of the Association in the absence of the President.

ii) He shall perform those functions as assigned by the President.

1. He shall be the head of the welfare committee.

c) **Chapter Chairperson**

i) He shall coordinate the activities of the chapter

ii) He shall preside over all meetings of the chapter

d) **Secretary**

i) He shall be the head of the secretariat

ii) It shall be his duty to call all statutory meetings

1. He shall attend all meetings, take minutes and keep membership records.
2. He shall send out notices of the meetings and agenda in advance of meetings.
3. He shall be a signatory to the Association’s account(s).

e) **Assistant Secretary**

i) He shall perform the duty of the secretary in his absence.

ii) He shall perform all other duties as delegated by the secretary.

f) **Treasurer**

i) He shall be the custodian of all the funds of the Association.

ii) He shall ensure all funds collected are deposited to the Association bank account within 48hours of collection or the next working day after the day of collection.

1. He shall be a signatory to the Association’s account(s).

g) **Financial Secretary**

i) He shall keep record of funds of the Association.

ii) He shall liaise with the treasurer to ensure all membership dues and other financial records are accurate.

1. He shall present quarterly financial statement to the Global Executives Committee (GEC).
2. He shall present annual financial statement to the Annual General Meeting of the Association.
3. He shall issue receipts for all financial transactions within the Association.
4. He must have Professional qualification in Accounting or a related field

h) **Social/Publicity Secretary**

i) He shall organize all social engagements of the Association.

ii) He shall be responsible for publicizing all activities of the Association.

1. He shall act as spokesperson and image maker of the Association.
2. He shall perform any other duty as appropriate to the office of the social/publicity secretary.

**ARTICLE VII-TENURE OF OFFICERS**

a) All elected officers shall serve for a single term of two years.

b) Officers vacating previously occupied positions shall be at liberty to contest for other positions other than those being vacated.

**ARTICLE VIII-ELECTIONS**

a) (1) At an Annual General Meeting (AGM) of the Association, there shall be elections to the following statutory positions:-

a) President

b) Vice President

c) Secretary

1. Assistant Secretary

e) Treasurer

f) Financial Secretary

g) Social/Publicity Secretary

a) (2) At the Annual Reunion of the Chapters, there shall be elections to the following positions

a) Chairperson

b) Secretary

c) Treasurer

d) Any other person as may be considered necessary by the chapters

b) The GEC shall within 60 days before the AGM appoint a 5 man electoral committee with at least one member nominated from each chapter to conduct elections into vacant positions.

c) The chairman of the electoral committee shall be the returning officer and electoral committee members shall not be eligible for election into any office.

d) Where the returning officer for any reason, is unable to perform the duties of his office, the committee shall be at liberty to appoint any of its members to take over the position.

e) Voting shall be by electronic process only.

f) Where vacancies occur in executive offices the electoral committee shall within 30 days thereof conduct by election to fill the vacant position(s)

g) Without prejudice to paragraph (e) above the electoral committee shall determine all other procedures to be adopted for the elections.

h) For chapter elections, each chapter shall decide on the procedure to be adopted for its elections.

**ARTICLE IX-BOARD OF TRUSTEES**

i) The GEC shall constitute a Board of Trustees of five members in good standing comprising the serving President and four other members and such composition shall be subject to ratification by a simple majority of members at an Annual General Meeting.

ii) The functions of the Trustee shall be:

(a) To carry out oversight functions on all issues regarding the Association.

(b) To be responsible for ensuring total compliance by the Association with the Laws of the Federal Republic of Nigeria.

(c) To be responsible for overseeing and ensuring that elected officers of the Association perform at all times in the best interest of the Association.

(d) To submit a bi- annual statement of affairs to the Corporate Affairs Commission in the prescribed form.

(e) To supervise the keeping of accurate accounting records of the Association which must show:-

i. The financial transactions of the Association.

ii. The financial position of the Association.

iii. The Assets and Liabilities of the Association.

iv. Compliance with any regulations of the Corporate

Affairs Commission on accounts keeping.

v. Filing of the Association's annual returns.

iii) The term of office of the members of the Board shall be three years.

**ARTICLE X-COMMITTEES**

1(a) The following Standing Committees shall be constituted by the GEC with the exception of the Audit Committee which shall be constituted at the Annual General Meeting.

i) Welfare Committee

ii) Organizing Committee

iii) Audit Committee

1. Membership Committee
2. Investment Committee

1(b) **WELFARE COMMITTEE**

1. The Committee shall be led by the global Vice President

ii) The committee shall compose of five (5) members with at least one member from each chapter

iii) The committee shall be responsible for all welfare related matters of members.

iv) It shall execute any welfare related assignment upon the directive of the GEC.

1. A percentage of the annual dues as determined by the GEC shall be allocated to the welfare committee.

1(c) **ORGANISING COMMITTEE**

1. This committee shall have the responsibility of organizing all global reunions and social activities of the Association.

1(d) **AUDIT COMMITTEE**

i) There shall be appointed at the Annual General Meeting of the Association a 3-man Audit Committee independent of the GEC.

ii) The committee shall have the responsibility to audit the financial activities of the Association and any other financial activity as may be approved by the general house.

iii) The committee shall serve for a period of 2 years.

iv) The chairman of the committee must have a background in accounting.

1. The committee shall submit a report at the Annual General Meeting of the Association.

1(e) **MEMBERSHIP COMMITTEE**

i) There shall be appointed by the GEC a five-man membership committee

ii) The committee shall have the responsibility for screening and admitting new members into the Association.

1. The committee in carrying out the assignment set out in paragraph ii above, shall ensure strict compliance with the provisions of Article iii( a) and (b) of this constitution.

1(f) **INVESTMENT COMMITTEE**

i) There shall be appointed by the GEC a five-man investment committee.

ii) The committee shall take the responsibility of exploring investment opportunities for the Association.

iii) The modus operandi of the committee shall be determined by the GEC.

**ARTICLE X1-STATUTORY MEETINGS**

1 a) There shall be one general meeting and one business meeting of the Association in every calendar year.

b) The one-day meeting of the Association shall be the business meeting while the second meeting shall be the AGM/Global reunion.

c) All physical meetings shall hold in Nigeria

d) The meetings shall hold in March and November respectively every year.

e) Every chapter shall be free to hold its chapter reunions/meetings as it deems fit PROVIDED such reunions/meetings are held before the AGM/Global reunion.

f) Every chapter shall submit its annual report for consideration at the Annual General Meeting of the Association.

g) Where necessary, the Association can hold an extraordinary AGM online to deliberate on issues.

2. **GLOBAL EXECUTIVE COMMITTEE AND BOARD OF TRUSTEES MEETINGS**

a) There shall be four GEC meetings in every calendar year. The meetings shall hold once every quarter.

b) Without prejudice to paragraph 1 above, the GEC shall be at liberty to call for and hold emergency GEC meetings where the need arises.

c) The Board of Trustees (BOT) meetings shall be convened as and when necessary.

**ARTICLE XII – SOURCES OF REVENUE**

i The sources of revenue of the Association shall be: -

a) Annual dues

b) Voluntary donations

c) Funds from Sergeant At Arms (SAA) performances

d) Corporate Sponsorship

e) Other fund raising activities

ii The sources of Revenue of the chapters shall be

a) Annual dues

b) Voluntary donations

c) Funds from Sergeant At Arms (SAA) performance

d) Corporate sponsorship

e) Other fund raising activities

**ARTICLE XIII – CONFLICTS AND RESOLUTIONS**

a) (i) Conflicts shall be addressed at chapter level first for purposes of resolution

a) (ii) Where such conflicts are not resolved, resort may be made to the Global Executive Committee which shall act as the Appellate body and where the matter is not resolved at the GEC level, resort shall be made to the B.O.T whose decision shall be final and binding on all parties.

b) Where there are disagreements and or conflicts within the GEC, such matters shall be referred to the BOT whose decision shall be final and binding on the GEC

**ARTICLE XIV – AMENDMENT**

a) This constitution may be reviewed whenever the need arises.

b) Any proposal (s) for amendment to the constitution shall be submitted in writing to the secretary of the Association not later than 60 days before the Annual General Meeting of the Association.

c) Upon receipt of proposal(s) for amendment of the constitution, the secretary shall inform members of such proposal(s) not later than 30 days before the Annual General Meeting.

d) All proposal(s) for amendment must be duly signed by the proposer(s) and seconder.

e) Any amendment to the constitution must be ratified at the Annual General Meeting.

f) Further to paragraph (e) above, every amendment must enjoy two third majority of votes of members present and voting.

**ARTICLE XV – WINDING UP PROCEDURE**

a) The association may wind up upon a written proposal presented and seconded and such proposal shall be passed by a two third majority at a special meeting convened for that purpose.

b) Upon submission of a proposal for winding up of the Association, all assets of the Association shall be donated to a charity nominated by a simple majority of members before the final votes on winding up.