

**THE CONSTITUTION**

**OF**

**EXXONMOBIL RETIREES**  
**ASSOCIATION OF NIGERIA (EMRAN)**

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## **PREAMBLE**

- 1A THE EXXONMOBIL RETIREES ASSOCIATION OF NIGERIA IS A NON-POLITICAL, NON-RELIGIOUS AND NON-PROFIT SOCIO-CULTURAL ASSOCIATION ESTABLISHED FOR THE PURPOSE OF BRINGING TOGETHER RETIREES OF EXXONMOBIL UPSTREAM AFFILIATES IN NIGERIA (WHICH INCLUDES MOBIL PRODUCING NIGERIA UNLIMITED AND ESSO EXPLORATION AND PRODUCTION NIGERIA LIMITED) AND ENCOURAGE INTERACTION, NETWORKING AMONG MEMBERS AND IMPROVE THE WELFARE OF MEMBERS.**
- 1B WE, THE MEMBERS OF EXXONMOBIL RETIREES ASSOCIATION OF NIGERIA, AFTER A THOROUGH ANALYSIS OF OUR SHARED ASPIRATIONS, DESIRES, IDEAS, INTERESTS, AND NEEDS, AND HAVING REALIZED THE EXIGENCY OF A STRONG UNITY OF PURPOSE AND A PLATFORM FOR THE PEACEFUL CO-EXISTENCE, SOCIAL INTERACTION AND PROMOTION OF THE WELFARE OF MEMBERS AND OUR ASSOCIATION, AS WELL AS THE NEED TO PROVIDE REQUISITE RULES AND REGULATIONS FOR THE GOOD GOVERNANCE OF THE ASSOCIATION, DO HEREBY MAKE, ENACT AND GIVE TO OURSELVES THIS CONSTITUTION.**

### **1. NAME AND IDENTITY:**

- 1.1. The name of the Association shall be **EXXONMOBIL RETIREES ASSOCIATION OF NIGERIA**, with the acronym “EMRAN” (all letters written in the capital). This name may only be changed by the decision of a simple majority of the registered Financial Members of the Association, voting virtually or in person.
- 1.2. Wherever used in this Constitution, and as the context shall permit: the name “EXXONMOBIL NIGERIA” shall be understood to refer together to Mobil Producing Nigeria Unlimited and Esso Exploration and Production Nigeria Limited, both of which are Affiliates of ExxonMobil Corporation; the name “Mobil” shall be understood to refer to MOBIL PRODUCING NIGERIA; the name “Esso” shall be understood to refer to Esso Exploration and Production Nigeria Limited; the name “Exxon” or “ExxonMobil” shall be understood to refer to ExxonMobil Corporation; reference to “Retirees” shall be understood to mean the retirees of Mobil and Esso; reference to the “Association” shall be understood to mean EMRAN; and reference to Company shall be understood to mean, as the context shall indicate any one or more of Mobil, Esso or ExxonMobil.

### **2. ADDRESS/LOCATIONS:**

- 2.1. The Headquarters and administrative offices of the Association shall be established at No. 26 Acacia Drive, Osborne Foreshore Estate Phase 2, Ikoyi, Eti-Osa, Lagos, Nigeria.
- 2.2. Nothing in this clause or elsewhere shall be construed as to prevent any five or more members in any location, in or outside Nigeria, from coming together in an

Association for social and other interaction purposes. Such Associations shall be referred to as “*EMRAN members in (\*location).*”

- 2.3. The provisions of Clause 2.2 herein shall be without prejudice to the intent of the retirees of one undivided Association with its home office, administration and headquarters in Lagos as set forth in Clause 2.1.

### **3. AIMS AND OBJECTIVES:**

- 3.1. To attain and maintain a strong, dedicated, and vibrant Association through which members will continue to relate to, and work with, Mobil, Esso, and ExxonMobil, as well as other relevant Associations, for the welfare of members of the Association and pursue other matters of mutual interest to them.
- 3.2. To promote peaceful coexistence and social interaction among members, and protect the interest and image of the Association,
- 3.3. To harness financial and intellectual resources to improve and promote the welfare of members and the Association.
- 3.4. To keep abreast of global developments in the oil and gas industry and the Nigerian economy and serve as a forum for exchange of ideas, and taking decisions on programs that affect the Association.
- 3.5. To promote, encourage, and sustain continued comradeship, cordial relations, and fraternity, locally and internationally, amongst Retirees and the retirees of similar companies, locally and internationally, especially oil and gas companies,
- 3.6. To regularly seek quality and effective advice from experts to guide the Association and its members, and regularly engage the Company and advocate for its members in ensuring that they enjoy maximum benefits from the relevant Pension Funds, including investment incomes and terminal payments to affected members and/or their estate.
- 3.7. The Association shall have the power to carry out the aims and objectives outlined in Article 3 hereof and to do such other things as may enable it to attain these aims and objectives.

### **4. TRUSTEES:**

- 4.1. There shall be trustees of the Association (“Trustees”), who shall not be more than ten (10) or less than three (3) in number and shall be elected by a simple majority vote of the registered financial members voting virtually or in person.
- 4.2. These Trustees shall be known as “**The Registered Trustees of ExxonMobil Retirees Association of Nigeria.**” As such registered Trustees, they shall hold all assets and

properties of the Association in trust for the members and the Association; and shall have full powers and authority to institute, inaugurate, and defend legal actions for and against the Association.

- 4.3. Decisions of the Trustees shall be made by a simple majority vote of Trustees, present at a meeting of the Trustees.
- 4.4. A Trustee may hold office for life but shall cease to hold office if:
  - 4.4.1. He/she is convicted of a criminal offence;
  - 4.4.2. He/she declares bankruptcy or is officially declared bankrupt or insolvent by a competent judicial authority;
  - 4.4.3. He/she resigns his office;
  - 4.4.4. He/she ceases to be a Financial member of the Association for any reason
  - 4.4.5. He/she becomes incapable of holding office through physical or mental ill-health; or
  - 4.4.6. He/she is recommended for removal by the Executive Committee and approved by a simple majority of the registered financial members voting virtually or in person.
- 4.5. If a vacancy occurs by reason of any of the conditions stated above, another Trustee may be elected by a simple majority of the registered financial members voting virtually or in person to fill the vacant position of the Association.
- 4.6. At all times, not less than three of the Trustees shall be resident continuously in Nigeria.
- 4.7. A Trustee shall not also be a member of the Executive Committee; provided that if a member of the Executive Committee becomes a Trustee, he/she shall remain an Executive Committee member only until the end of the current term during which he/she was appointed a Trustee.
- 4.8. The Trustees shall receive no remuneration for their services as trustees.

## **5. COMMON SEAL**

- 5.1. The Association shall have a Common Seal which will be kept in the custody of the President or the Secretary. The Seal shall be produced for use by Trustees or the Executive Committee, whenever necessary. Subject to Clause 5.2 below, the Association's Common Seal shall be affixed to documents or instruments executed by the Association in the presence of the President or Vice President and the Secretary or two members of the Executive Committee.

- 5.2. All documents to be executed by the Association, the Executive Committee, or the Trustees shall be so executed, in the case of the Trustees, by affixing the Common Seal of the Association in the presence of any three (3) of the Trustees and, in the case of the Executive Committee, in the presence of the President or Vice President and the Secretary or any two members of the Executive Committee.

## **6. MEETINGS:**

- 6.1. The Association shall hold an Annual General Meeting (“AGM”) once in every calendar year and, in any event not more than fifteen (15) calendar months from the date of the last preceding AGM. Business to be transacted at this meeting shall be:
- 6.1.1. To receive the Report of the Executive Committee, including the accounts of the Association for the year preceding the AGM, including relevant audit reports;
  - 6.1.2. To approve the appointment and the remuneration of the auditors for the subsequent year;
  - 6.1.3. To authorize the appointment of Trustees and officers of the Association; and
  - 6.1.4. Transact any other business requiring members' consideration, approval, or ratification in a general meeting.
- 6.2. The Executive Committee may also convene a general meeting of members at any time (“Extra-Ordinary General Meeting” or “EGM”) to transact any business for which a general meeting of members is required or desired.
- 6.3. The Executive Committee shall convene an EGM at any time at the written and signed request of any ten (10) registered financial members of the Association.
- 6.4. The notice period required for an AGM or EGM shall be a minimum of twenty-one (21) calendar days.
- 6.5. The Quorum for an AGM or EGM shall be one-third (1/3) of the total Financial Members of the Association or 25 Financial Members (whichever is less) present in person physically or virtually.
- ~~6.6.~~ Decisions in any AGM or EGM shall be by simple majority vote of members present at the meeting and members unable to attend but providing absentee votes before the votes are counted at the meeting.
- 6.7. Voting at an AGM and EGM shall be by show of hands or electronic voting.

## **7. EXECUTIVE COMMITTEE (GOVERNING BODY)**

- 7.1. The business of the Associations shall be governed by an Executive Committee composed as outlined in Clause 7.2 hereof and, for this purpose may at its discretion appoint any sub-committees or functions as it shall deem necessary for its efficient administration of the affairs of the Association.
- 7.2. The Executive Committee shall be made up of:
  - 7.2.1. The President;
  - 7.2.2. The Vice President;
  - 7.2.3. General Secretary;
  - 7.2.4. Assistant General Secretary;
  - 7.2.5. Financial Secretary/Treasurer;
  - 7.2.6. Assistant Financial Secretary/Treasurer;
  - 7.2.7. Benefits Officer;
  - 7.2.8. Welfare Officer;
  - 7.2.9. Publicity Secretary; and
  - 7.2.10. Immediate Past President (Non-Voting Member)
  - 7.2.11. Immediate Past General Secretary (Non-Voting Member)
- 7.3. All members of the Executive Committee, except the Immediate Past President and Immediate Past General Secretary, shall be elected, as may be necessary.
- 7.4. The tenure of office of an Executive Committee member shall be two (2) years, renewable once for a maximum consecutive term of four (4) years in the same office.
- 7.5. Decisions of the Executive Committee shall be by a simple majority of its elected members present provided that, in the case of a tie, the President shall have a casting vote.
- 7.6. The Executive Committee shall establish the following sub-committees for the effective governance and administration of the affairs and interests of the members of the Association, namely:
  - 7.6.1. The Welfare Sub-Committee;
  - 7.6.2. The Benefits Management Sub-Committee;
  - 7.6.3. Finance, Tenders and Fund Management Sub-Committee; and
  - 7.6.4. Rules and Regulations Sub-Committee

- 7.7. The Executive Committee shall also nominate members to an Electoral Panel for the purposes of elections in accordance with Article 10 hereof. Appointment of the nominated members shall be subject to the confirmation vote of a simple majority of the Financial Members present at an EGM convened for that purpose.
- 7.8. Each Sub-Committee shall be headed by a suitably qualified and experienced Executive Committee Member, subject to the express provisions made in Article 8 hereof.
- 7.9. In addition to the specific functions of Executive Committee members enumerated in Article 8 hereof, the Executive Committee shall have the following responsibilities:
- 7.9.1. formulating policies on matters affecting the Association;
- 7.9.2. Effective operation of the Association's bank account(s) and other resources of the Association with sound judgment; and
- 7.9.3. The general administration and governance of the Association.
- 7.10. All matters not specifically covered in this Constitution, or otherwise helpful for the administration of such matters and those in the Constitution, shall be governed in accordance with such procedures, processes, and regulations (The Rules and "Regulations"), as may be made from time to time by the Executive Committee of the Association.
- 7.10.1. The Regulations shall be put in force and implemented when approved for adoption and implementation at a members' General Meeting, by a simple majority vote of members present at the meeting and members unable to attend but providing absentee votes before the votes are counted at the meeting.
- 7.10.2. Amendment to these Regulations shall be made by the same procedure.
- 7.10.3. In the event of any conflict or inconsistency between the Regulations and this Constitution, the provisions of this Constitution shall prevail to the extent of any such conflict or inconsistency.
- 7.11. Nothing herein shall be deemed or construed to cause any part of the capital or income of the Association to become payable to or applicable for the benefit of any Trustee or Executive Committee member.
- 7.12. No member of the Executive Committee shall receive any salary or other payment for services hereunder rendered except for the reimbursement of reasonable expenses incurred strictly during the business of the Association.
- 7.13. At all times, not less than three of the elected Executive officers shall be resident in Nigeria.



## **8. EXECUTIVE COMMITTEE MEMBERS AND THEIR DUTIES**

### **PRESIDENT:**

- 8.1. The President shall be the topmost officer of the Association, preside at all its meetings, and use his/her best endeavours to ensure that the provisions of the Association's Constitution are always upheld.
- 8.2. The President shall address the Association from time to time on issues concerning the Association and its objectives and members' welfare and shall present an annual address to the Association
- 8.3. He/She shall promote/ensure the sustainability/growth of Members' interest in the Association.

### **VICE PRESIDENT:**

- 8.4. The Vice President shall be the Deputy to the President with full powers to perform the functions and exercise the authority of the President whenever the President is absent or not available.
- 8.5. The Vice President will perform such functions as may be delegated to him/her by the President from time to time.
- 8.6. In connection with the functions herein, the Vice President shall head, oversee, and direct the functions and activities of the Benefits Management Sub-committee.

### **GENERAL SECRETARY**

- 8.7. The General Secretary shall be the scribe at all General Meetings of the Association and shall be the secretary to the Executive Committee and shall keep records of all proceedings and meetings of members and the Executive Committee.
- 8.8. He/she shall perform any additional duties as may be assigned by the President or the Executive Committee.

### **ASSISTANT GENERAL SECRETARY:**

- 8.9. The Assistant General Secretary shall be the Deputy to the General Secretary with full powers to perform the functions and exercise the authority of the General Secretary whenever the General Secretary is absent or not available.

### **FINANCIAL SECRETARY/TREASURER:**

- 8.10. He/she shall be responsible for keeping the accounts and the financial and accounting records of the Association.
- 8.11. He/she shall advise the Association on financial matters from time to time and use best endeavours in advising the President and the Executive Committee on how to achieve optimum economic returns on all Association's savings and investments.

- 8.12. In connection with the functions herein, the Treasurer shall head, oversee, and direct the functions and activities of the Finance, Tenders and Fund Management Sub-committee.

**ASSISTANT TREASURER:**

- 8.14. The Assistant Treasurer shall be the Deputy to the Treasurer with full powers to perform the functions and exercise the authority of the Treasurer whenever the Treasurer is absent or not available.

**BENEFITS OFFICER:**

- 8.17. He/she will educate members about available benefits (i.e. pension, health insurance, etc) and ensure that the benefits are appropriately administered to all members.
- 8.18. He/she shall be responsible for analyzing and offering guidance on benefit options and decisions to the Association.
- 8.19. He/she will be responsible for liaising with the Pension Fund Managers, Medical Health Insurance Provider (HMO), and the Management of Mobil and Esso on issues related to benefit payment and coverage of all members of the Association itself the Association, as well as the Association itself.

**WELFARE OFFICER:**

- 8.20. He/she will see to the welfare of all members and shall make recommendations to the Executive Committee whenever any member of the Association needs help.
- 8.21. He/she shall interact with members on their social occasions and report to the Executive Committee who will determine the extent of the Association's participation if requested to do so.
- 8.22. In connection with the functions herein, the Welfare Officers shall head, oversee, and direct the functions and activities of the Welfare Sub-Committee.
- 8.23. He/she shall be responsible for recommending and implementing any welfare acts of the Association.
- 8.24. He/She shall be responsible for liaising with the Management of Mobil and Esso on issues affecting the General welfare of members of the Association, as well as the Association itself.

**PUBLICITY SECRETARY:**

- 8.25. He/she shall be the Public Relations Officer of the Association and in that capacity, ensure due publicity for the Association's activities and programs within the affordable limits of the Association's finances under the direction and approval of the President and the Executive Committee.

- 8.26. He/she shall be responsible for all duties relating to publicizing activities and decisions of the Association, projecting the image of the Association, and promoting the objectives of the Association to prospective members.
- 8.27. He/She shall be responsible for the planning and execution of the social activities, ceremonies, and occasions of the Association within the limits of program and budgetary approvals of the Association.

**Ex-OFFICIO MEMBER (IMMEDIATE PAST PRESIDENT & IMMEDIATE PAST GENERAL SECRETARY):**

- 8.28. He/she will provide general advisory to the Executive Committee.
- 8.29. He/She will carry out such duties as may be assigned to him/her by the President or the Executive Committee.

**9. DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS**

An Executive Committee Member shall cease to hold office in the event of any of the following:

- 9.1. If he/she commits an act of willful disregard of the Association's Constitution and fails, refuses or neglects to apologize in writing and retract from the act within two weeks of being requested to do so in writing and delivered to him at his last known address.
- 9.2. If he/she is adjudged bankrupt.
- 9.3. If he/she is convicted of a criminal offence.
- 9.4. If he/she commits an act of dishonesty or conversion in respect of the Association's funds or resources.
- 9.5. If a simple majority of the Financial Members of the Association demand his resignation.

**10. ELECTION OF OFFICERS**

- 10.1. All voting members of the Executive Committee shall be elected or any vacant positions on the Executive Committee shall be filled, by a secret ballot, or secure electronic confidential ballot conducted among Financial Members in accordance with guidelines provided by the Electoral Panel.
- 10.2. The Electoral Panel shall, in addition to the provisions of clause 10.3 of this Constitution, provide and publish detailed guidelines for the electoral process in accordance with this Constitution.
  - 10.2.1. The Electoral Panel shall ensure that the elections and all processes thereof are credible, fair, proper, and transparent. The Electoral Panel shall perform all other duties necessary to achieve the foregoing objective.

- 10.2.2. Every Financial Member of the Association shall be eligible to vote and be voted for, in respect of any position on the Executive Committee.
- 10.2.3. Adequate provision shall be made for Financial Members who desire to vote but cannot be present and/or available to do so on an Election Day. The Electoral Panel shall make adequate alternative provisions for such members without undermining the overall electoral process.
- 10.2.4. Candidates for elective offices in the Association may be absent from any part, or all, of the election exercise. Provided however that he/she shall have indicated written consent in advance to be subject to the electoral process.
- 10.3. The Electoral Panel shall appoint one from among them as the Returning Officer.
  - 10.3.1. At the end of the elections, the results shall be announced by the Returning Officer immediately after the counting of votes is completed.
  - 10.3.2. However, in the case of a tie, the Electoral Panel shall conduct a vote among themselves to determine the winner.

## **11. MEMBERSHIP AND DUES**

- 11.1. Membership of the Association shall be open to all Nigerian Retirees of ExxonMobil, Mobil Producing Nigeria Unlimited, Esso Exploration and Production Nigeria Limited and their respective subsidiaries, who:
  - 11.1.1. have duly retired from Mobil, Esso or ExxonMobil under relevant corporate policy; and
  - 11.1.2. indicate their desire to be members of the Association; and, pursuant whereeto,
  - 11.1.3. have fulfilled the conditions and processes for so joining, including without limitation completion of pertinent applications and payment of pertinent fees and subscriptions.
- 11.2. The Executive Committee shall set the amount of the Annual Membership Subscription (the “Annual Dues”) and the payment thereof shall be required for any member of the Association to remain in good standing and to enjoy the privileges and benefits of membership (“Financial Member”), as well as to qualify to vote at any election, decision making event or General meetings of the Association.
- 11.3. The Executive Committee may review the amount of the Annual Dues every two years and any changes recommended by them shall be subject to approval by a simple majority vote of members at the next General Meeting of the Association after such a recommendation.

- 11.4. Additionally, members may be called upon to pay special levies, dues, contributions, and development levies if and where there is a need for such levies, and such dues and levies are proposed by the Executive Committee and approved by members.
- 11.5. Retirees who are Eighty (80) years and above, as well as other Retirees upon attaining the age of over the age of Eighty (80) years shall be obliged to pay only 50% of Annual Dues.

## **12. SOURCES OF INCOME**

- 12.1. In addition to the Annual Dues paid by members of the Association, the Executive Committee, on behalf of the Association may accept donations, grants, endowments, and such gifts from individuals, friends, charity Associations, trusts, corporate bodies, and Associations in Nigeria or elsewhere.

## **13. KEEPING ACCOUNT**

- 13.1 The Executive Committee may from time to time open and maintain in the name of the Association, a bank account or bank accounts at such bank or banks as they shall determine at a meeting of the Executive Committee from time to time to administer and manage the funds of the Association.
- 13.2. All monies must be paid into the accounts immediately upon receipt and on no account shall the treasurer keep cash at hand within a stipulated time.
- 13.3. The signatories to the accounts shall be the President or Vice President, Secretary General and Financial Secretary/Treasurer, who shall be responsible for signing checks and authorizing electronic transfers, and either of two of the signatories will be adequate for any such authorization.
- 13.4. The Executive Committee through the Treasurer shall provide books of account and therein keep all proper accounts of all monies received and paid respectively by the Association during or for the purposes of the affairs and governance of the Association.
- 13.5. The Executive Committee shall arrange for these accounts to be audited yearly by an External Auditor who is at least a Chartered Accountant or an Auditing Firm.

## **14. APPOINTMENT OF AUDITORS**

- 14.1. The Executive Committee shall appoint one or more independent auditor(s) to audit the financial statements of the Association annually.
- 14.2. The appointment of and the remuneration of the External Auditor shall be approved and fixed at the AGM of the Association.

- 14.3. The audited financial statements (balance sheet and income and expenditure account) duly certified by the independent auditors shall be annexed to the annual returns and filed with the Corporate Affairs Commission.

## 15. MOTTO & LOGO

- 15.1. The Motto of the Association shall be: - ***“ADVANCING RETIREES WELFARE”***
- 15.2. The Logo of the Association will be the picture of a Pegasus (in red colour) with the word ‘Pegasus’ below it which shall include a blue arc-shaped EMRAN at the top of the red Pegasus and a red circle superimposed against a towering Oil Rig with the motto in small lettering on a straight line below the Pegasus.

## 16. ONLINE PRESENCE AND CAPACITY FOR VIRTUAL ACTIVITY

- 16.1. The Executive Committee of the Association shall create dedicated social media platforms and groups for the Exco members and/or the Association members in general, to allow for online or hybrid meetings and other communications as may be necessary.
- 16.2. The Executive Committee may also establish and maintain a website with an email and other such physical and virtual resources for the purposes of the Association’s activities, business, communications, and activities, such as voting, polls, referenda and, without limitation, other such processes.

## 17. DEATH BENEFITS

- 17.1. Upon the death of a member of the Association, the Association, in addition to whatever benefits that shall be paid by Mobil or Esso to the family of the deceased member, shall pay an amount to be determined in accordance with the Regulations, by the Executive Committee:
- 17.1.1. to the next of kin, as stated or otherwise nominated, in the relevant Mobil or Esso records of the deceased member; or, otherwise,
- 17.1.2. as instructed or stated in the Association Membership Application Form.
- 17.2. Upon the death of a member's spouse, the Association shall pay a spousal death benefit to the bereaved member, an amount to be determined in accordance with the Regulations, by the Executive Committee.
- 17.3. The amounts hereinabove referred to, may be reviewed from time to time, by the Executive Committee, based on economic dictates and the finances of the Association.

- 17.4. Only financial members who are in good financial standing, are entitled to these benefits.

## **18. AMENDMENT AND REVIEW OF THE CONSTITUTION**

- 18.1. Subject to 21 days' notice, a member may propose alterations to existing provisions of the Constitution, provided that such proposed amendment or alteration is specifically presented in writing to the General Secretary.
- 18.2. Such an amendment will be adopted for implementation if approved by a simple majority of the Financial Members voting virtually or in person.

## **19. DISSOLUTION**

- 19.1. A resolution to dissolve the Association shall be proposed by the Executive Committee; or the Board of Trustees; or a simple majority of the registered financial members; or by the Commission (Corporate Affairs Commission).
- 19.2. The resolution for dissolution must be approved by a simple majority of the registered Financial Members of the Association, voting virtually or in person, with at least 21 days' notice given to all members specifying the intention to propose the resolution.
- 19.3. The notice shall include the reasons for the proposed dissolution and the terms under which the dissolution will take place.

## **20. SPECIAL CLAUSE**

- 20.1. The income and property of Exxonmobil Retirees Association of Nigeria shall be applied solely towards the promotion of the objective of the body as outlined 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 Association.
- 20.2. Provided that nothing herein shall prevent the payment in good faith, or reasonable and proper expenses incurred by any officer or servant of the Association, no remuneration or other benefit in money or money's worth shall be given by the body to any member of such Executive Committee or Trustees 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.
- 20.3. If in the event of a liquidation/winding-up or dissolution of the corporate body, 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 Association but shall be given or transferred to some other institutions, having objects similar to

the object of Association, such institutions to be determined by the members of the Association at or before the time of dissolution.

- 20.4. If the effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable object.

## **21. ADOPTION OF THE CONSTITUTION**

This Constitution was ratified, approved, and adopted by the Association at a General Meeting of its members on the 20<sup>th</sup> of September, 2024.

**SIGNED:**

.....  
**ODIOR GILBERT ERELUMHE**  
*Chairman*

.....  
**DR. AKINLADE TITILOLA OLUSOLA**  
*Secretary*