

**FEDERAL REPUBLIC OF NIGERIA**  
**COMPANIES AND ALLIED MATTERS DECREE, 1990**

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**INCORPORATED TRUSTEES**

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**CONSTITUTION**

**OF**

**THE REGISTERED TRUSTEES OF THE**  
**NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS**  
**NETWORK (NUHCAN)**

Incorporated this ..... day of..... 2019

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**THE FEDERAL REPUBLIC OF NIGERIA**

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**COMPANIES AND ALLIED MATTERS ACT 1990 PART C,  
INCORPORATED TRUSTEES**

**THE CONSTITUTION OF THE REGISTERED TRUSTEES OF THE  
NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS  
NETWORK (NUHCAN)**

**1. NAME AND DESCRIPTION**

The name of the Organization is “**THE INCORPORATED TRUSTEES OF THE NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS NETWORK**” hereinafter referred to as “the Organization”

The Organization is established as a non-governmental, non-profit making, non-political, non-religious, autonomous Organization.

The Organization shall be the co-ordination body for all recognized Civil Society Organizations, Private Voluntary Organizations, Institutions and Individuals involved in Universal Health Coverage activities and programs in Nigeria.

**2. MOTTO**

The motto of the Organization is... leaving no one behind

**3. AIMS AND OBJECTIVES**

In furtherance of the purposes hereinafter defined the aims and objectives of the **NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS NETWORK** are as follows:

1. To set up a platform for Universal Health Coverage (UHC) in order to ensure that all people have access to effective health care service that meets their needs without being exposed to the risk of financial hardship
2. To identify and maintain a register of all Civil Society Organizations, Private Voluntary Organizations, Non-Governmental Organizations and Individuals involved in the drive towards UHC 2030 in Nigeria

3. To provide civil society with a national level platform to advocate for the implementation of the effective recommendations of the 2019 UN HLM to advance UHC in Nigeria
4. To provide forum for collaboration between Civil Society Organizations, International Agencies and Government of the Federal Republic of Nigeria, at the Federal, State or Local Government levels for effective networking in the implementation of UHC2030 programmes throughout Nigeria
5. To explore priority issues and actions for UHC, building on community-led intervention evidence
6. To provide services which enhance a coordinated interaction of member organizations in all UHC related programmes and activities at the Federal, State and Local Government levels in order to avoid duplication of effort and wastages
7. To improve awareness of Civil Society on Health about UN HLM, UHC2030 and CSEM for improved UHC policy development and implementation including accountability mechanisms
8. To collaborate with International and National Agencies with respect to UHC2030 activities in Nigeria
9. To advocate to the political leadership to have high-level government representation at the HLM, and influence the overall outcome of the UN HLM on UHC
10. To organize annual conferences, seminars, workshops, symposia, summits and other events in order to provide training and to promote interaction and understanding among member Organizations on UHC2030.
11. To establish a pool of resource personnel to support the activities of member organizations.
12. To establish a resource centre with a library and data bank for the use of members related agencies and professional bodies on UHC in Nigeria.

#### General Objects:

- I. To accept, undertake or execute any cash gift, properties and/or other assets, whether subject to any trust or not, which may be deemed to be in accordance with or which may further or benefit the aims and objectives of the Organization and used to carry out any actions that are incidental to the fulfillment of the Organization's aims and objectives;
- II. To receive grants from donors, foundations, international and national agencies and utilize same for the furtherance of the promotion of the aims and objectives;
- III. To make donations in cash or assets or establish or support or aid in the establishment or support of and for any charitable associations or institutions;
- IV. To prohibit the payment of any dividend, bonus or profit to and the distribution of any of their assets among the members of the Organization at least to the same extent as such payments or distributions are prohibited in the

case of members of the Organization by this Constitution and no director shall be appointed to any office of the Organization paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Organization except as permitted by or under the Companies & Allied payment in good faith by the Organization:

- i. of reasonable and proper remuneration to any member, officer or servant of the Organization for any approved services rendered to the Organization and of pre-approved travelling expenses necessarily incurred in carrying out the duties of the member or officer of the Organization;
  - ii. of interest on monies lent by a member, officer or trustee of the Organization at a rate agreed by the Board of Trustees;
  - iii. to any officer of reasonable out-of-pocket expenses;
  - iv. of fees, remuneration or other benefit in money or money's worth to an organization of which a member of the Organization or an officer or a trustee may be a member;
  - v. of reasonable and proper rent for premises demised or let by any member, officer or trustee of the Organization.
- V. To pay from the funds of the Organization the costs, charges and expenses incidental to the formation and registration of the Organization;
- VI. To engage and pay any person or persons whether on a full-time or part-time basis or whether as a consultant or employee to supervise, organize, carry on the work of and advise the Organization;
- VII. To take such steps, carry out such actions or do all such lawful and charitable things as shall from time to time be expedient for the purpose of promoting or attaining the aims and objectives of the Organization or any of them.
- VIII. To collaborate with Organization, institutions, societies, associations or other non-profit making Organizations which are charitable by law and have objects altogether or mainly similar to those of the Organization;

#### **4. MEMBERSHIP**

Membership of the Organization shall be open to all Registered Civil Society Organizations, Private Voluntary Organizations, Non-Government Organizations and Institutions that are duly registered as legal entities and Private Individuals who have worked extensively and set milestones in UHC2030 related activities and Programmes in Nigeria, upon payment of a registration fee and annual dues as shall be determined by the Board of Trustees from time to time.

#### **5.STATE AND LOCAL BRANCHES**

- (a) Members of the Organization operating and/or located in any State of Nigeria shall have the right to constitute themselves into state or local

Government Branches.

- (b) A Branch shall be bound by the provisions of the Constitution and shall have the right to make Rules and Regulations to relate its functions provided such rules and regulations are not in conflict with any part of the Constitution or other rules of the Organization.
- (c) Where there exists a conflict between the Constitution and the Rules and Regulations of a Branch, this Constitution shall supersede.
- (d) Any decision of any Branch which contravenes or conflicts with any provision of the Constitution shall to the extent of the inconsistency be deemed null and void and of no effect.

## **6. ORGANS OF OPERATION**

A.The Board of Trustees

B.The Governing Council

C.Executive Secretary

D. Management Committee

### **A. THE BOARD OF TRUSTEES**

There shall be a Board of Trustees (hereinafter called "The Board of Trustees") Trustees of the Organization for the purposes of the Companies and Allied Matters Act Cap 59 Laws of the Federation of Nigeria 1990 shall be appointed at a General Meeting of **NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS NETWORK**; except for the Board of Trustees already duly elected for the incorporation/registration of NUHCAN at the Corporate Affairs Commission

- I. Such Trustees (hereinafter referred to as "the Trustees") shall be a minimum 3 (Three) and not more than 7 (Seven) in number and shall be known as "The Registered Trustees" of **NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS NETWORK**.
- II. The Trustees shall apply to the Corporate Affairs Commission for Certificate of Incorporation under the Companies and Allied Matters Act 1990 Part C. If such certificate is granted, the Trustees shall have power to accept and hold in trust all land and other property, assets and Interests (whether tangible or intangible) belonging to the Registered Trustees of **NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS NETWORK** and to acquire and dispose of land and such property, assets and interests, on behalf of the Registered Trustees of **NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS NETWORK** subject to such conditions as may be applicable.
- III. The Trustees shall appoint one of their members to serve as Chairman of the Board of Trustees and in case of equality of votes he shall have a second or

casting vote.

- IV. Every matter shall be determined by a simple majority of votes of the Trustees present and voting on a matter at the meeting
- V. Each Trustee may hold office for not more than 10 Years, but a Trustee shall cease to hold office if he/she:
  - a. Resigns the Office
  - b. Becomes Insane
  - c. Is officially declared bankrupt
  - d. Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction
  - e. Ceases to be registered member of **NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS NETWORK**
  - f. Ceases to reside in Nigeria
  - g. Is recommended for removal from office by a majority vote of members of the Board of Trustees and Members of the Organization present at any General Meeting of **NIGERIA UNIVERSAL HEALTH COVERAGE ACTIONS NETWORK**
- VI. Upon a vacancy occurring in the number of Trustees, the Board of Trustees for the time being may appoint another person to fill the vacancy, who shall hold office until the next Annual General Meeting of the Organization when he shall be eligible for appointment at such meeting.
- VII. Thereon the name of the Organization and all documents to be executed by the Trustees shall be signed by two Trustees and sealed with the Common Seal.
- VIII. The Trustees shall be responsible for the setting up the policies and administering the policies of the Organization
- IX. The Trustees shall hold at least 2 (two) Meetings in a year and there shall be a quorum when a simple majority of the Trustees are present.
- X. The Trustees shall provide and keep a minute book in which shall be entered the proceedings of the Trustees Meetings and which shall be signed by the presiding Trustee at the conclusion of each meeting or at some future meeting if the minutes shall have been duly confirmed.
- XI. The Trustees may accept on behalf of the Organization any contribution, gift, bequest or device for the general purposes or for any special purposes of the Organization
- XII. The BOT shall receive reports including Financial and Audit reports from the Governing Council for deliberation at its meetings; and shall give directives to the Governing Council for implementation
- XIII. The Board of Trustees shall have power to authorize the opening and operation of bank accounts for the Organization for which cheques and other necessary documents shall be signed by Two (2) of the following: The Executive Secretary (Compulsory) and any other applicable member of the Management Committee of the Organization

## **B. THE GOVERNING COUNCIL**

The Governing Council (GC) shall provide technical guidance, support and oversight on the Management Team and programmatic activities of the Association/Network. The GC shall comprise a minimum of six (6) and a maximum of twelve (12) members with representation from all the 6 (six) Geopolitical Zones in the country i.e. minimum of 1 and maximum of 2 members from each Geopolitical Zone:

- I. The Governing Council will be headed by a Chairman, which shall be for a tenure of Twelve (12) months per term of office, and shall be rotated across all 6 Geo-Political Zones alternating between the North and South of Nigeria in alphabetical order i.e. North Central (NC), South East (SE), North East (NE), South-South (SS) North West (NW), and South West (SW), North Central (NC), and so on.
- II. Members of the Governing Council shall hold office for a term of three (3) years.
- III. A member of the Governing Council who has served a term and who offers himself for reappointment may be re-appointed for a further term of three (3) years.
- IV. No Governing Council member shall serve beyond two terms
- V. The Governing Council shall be responsible for providing oversight functions over the activities of the Management Committee of the Organization, which include setting organizational direction, providing oversight recommendations to the trustees.
- VI. Review and approval of the Organization's program and financial reports which shall be presented to the Board of Trustees for their approval every six months
- VII. The Governing Council shall meet as often as is necessary to effectively administer the affairs of the Organization but in any event not less than 4 (four) times per annum (Quarterly).
- VIII. All members shall endeavor to attend all Governing Council meetings; failure to attend 3 (three) consecutive Governing Council meetings without reasonable notice and/or excuse may lead to removal of such member from The Governing Council
- IX. A quorum of The Governing Council shall consist of a simple majority of members
- X. Every matter shall be determined by a simple majority of votes of the members present and voting on the matter
- XI. The GC shall provide and keep a minute book in which shall be entered the proceedings of the GC Meetings and which shall be signed by the presiding member at the conclusion of each meeting or at some future meeting if the minutes shall have been duly confirmed.

- XII. A vacancy in any office because of expiration of tenure, death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Trustees by a simple majority vote on shortlisted qualified applicants (based on established criteria)

### **C. EXECUTIVE SECRETARY**

The Board of Trustees shall appoint one of its members to serve as the Executive Secretary (ES) of the Organization. Thus the ES must be member of the Board of Trustees and also function as an Ex-Officio member of the GC. This position will be voluntary and non-remunerated, however if the Organization has funded project, the Executive Secretary will provide Management oversight over such projects and may be appropriately compensated for professional services rendered, contingent upon availability of funds for such professional services. Whenever the ES ceases to be a member of the BoT, the position moves to another member so appointed by the BoT. The ES will perform the following functions:

- I. Serve as the Head of the Management Committee
- II. Day to day management of the affairs of the National Secretariat of the organization
- III. Supervise and control all the business and affairs of the Organization.
- IV. The ES serve as Secretary to Board of Trustees and Governing Council and will keep the minutes of their meetings in books provided for that purpose
- V. See that all notices are duly given in accordance with the provision of this constitution or as required by law
- VI. See that the seal of the Organization is affixed to all documents the execution of which are duly authorized in accordance with the provisions of this constitution,
- VII. Keep a register of the post office address of each Trustee and Governing Council member, which shall be furnished to the Secretary by such Trustee or Governing Council member
- VIII. The ES in general upon the authority of the Board of Trustees and GC may sign any deeds, bonds, contracts or other instruments except in cases where the signing and execution thereof may not be delegated.
- IX. The ES shall be a signatory to the account of the Organization.

### **D. MANAGEMENT COMMITTEE**

The Management Committee will be headed by the Executive Secretary (who is also Secretary to the Board of Trustees and the Governing Council) and will include three other members i.e. The Administration Officer, The Programme Officer and the Finance Officer who will all be registered members of NUHCAN. This four (4) Member Management Committee will be responsible for:



- I. The management of the day to day affairs of the Organization
- II. Generation of annual, quarterly and monthly budgets of the organization
- III. Coordinate the development of proposals for revenue generation for the organization
- IV. Coordinate and lead all programmes and interventions of the organization

## **7. PROFESSIONAL SERVICES:**

- I. The Management Committee may retain the services of any professional consultants and advisers, as it deems necessary, but subject to availability of funds and ratification by the Board of Trustees.
- II. The Trustees shall be responsible for appointment of the Auditors, who shall be appointed every year. The Auditors shall be charged with the responsibility of auditing the accounts of the Organization annually
- III. The accounts of the Organization shall be approved by the Trustees yearly

## **8. SIGNATORIES TO ACCOUNTS:**

- I. There shall be at least two and a maximum of 3 signatories to every Bank Account belonging to the Organization, which must comprise at least one Class 'A' signatory and Class 'B' and 'C' signatories.
- II. CLASS 'A' signatories (which a compulsory signatory) for purposes of this constitution, shall be the current Executive Secretary of the Organization.
- III. CLASS 'B' and 'C' signatories for purposes of this constitution, shall be another employee engaged by the organization e.g. Program Officer and Administration Officer
- IV. All financial transactions on the bank accounts of the Organization will require Two (2) Signatories: CLASS 'A' (Compulsory for all financial transactions) and either CLASS 'B' or 'C' as available or applicable.

## **9. EMPLOYEES**

1. The organization shall employ the following staff for the National Secretariat (contingent upon availability of funds):
  - i. Administration Officer
  - ii. Finance Officer
  - iii. Program Officer
2. Contingent upon availability of funds, the Organisation shall employ such other persons as may be required to efficiently run the projects/programs of the Organization

## **10. MEETINGS:**

- I. There shall be one General Meeting consisting of a simple majority of all the members of the Organization and at least 2/3 of the Board of Trustee members and this meeting shall be referred to as the Annual General Meeting,
- II. The Chairman of the Board of Trustees, failing whom, one of the Trustees shall be the Chairman of the Annual General Meeting, appointed at the General Meeting by a simple majority of BOT members present.
- III. Simple majority of all the members of both the Board of Trustees and the Governing Council of the Organization shall constitute a quorum,
- IV. Except as otherwise herein stated, every matter shall be determined by a simple majority of votes of the members present and voting on the matter. In case of equality of votes the Chairman or presiding officer shall have a second or casting vote
- V. The Secretary shall give at least 21 (twenty-one) days' written notice to all Trustees and Governing Council members of the date and venue of the General Meeting together with an agenda of all business proposed to be transacted at the meeting. A detailed agenda shall be attached to the Notice concerning a Special Meeting.
- VI. The Board of Trustees of the Organization may convene a Special General Meeting.
- VII. If at any such General Meeting of the Organization the Chairman is not present within 30 (thirty) minutes after the time appointed for holding such Meeting, or if they shall be unwilling to act as Chairman, the members present shall choose any other Trustee present to be the Chairman of the Meeting
- VIII. At Annual General Meeting, the Executive Secretary shall give reports for the previous year and also any other officers from whom a report is considered by the Governing Council or the Trustees, to be necessary
- IX. The accounts shall be audited by duly Qualified External Auditors appointed by the Annual General Meeting who shall present their report to the Annual General Meeting on the Organization's Accounts and the Financial Statements examined by them at the end of the Organization's fiscal year.

## **11. SOURCE OFFUNDS**

The Organization will source its funds from:

- i) Registration Fees
- ii) Grant Applications
- iii) Special Levies
- iv) Voluntary Contributions
- v) Donations

## vi) Fund Raising

### **12. APPLICATION OFFUNDS**

1. The income and property of the Organization whenever desired shall be applied solely towards the promotion of the objects of the Organization as set forth in this constitution.
2. 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 Organization.
3. PROVIDED THAT nothing shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of the Organization in return for any approved service actually rendered to the Organization
4. No member of the Organization shall be appointed to any salaried office of the Organization or any office of the Organization paid by fees, and that no remuneration or other benefiting money shall be given by the Organization to any member of the Organization except repayment of out to pocket expenses or reasonable and proper rent for premises demised, or let to the Organization.

### **13. COMMON SEAL**

- I. The picture/impression/ drawing of the common seal of the Organization shall be as shown on the second schedule to this Constitution subject however to any alteration and/ or change of the same by the Organization by a majority of members entitled to attend and vote at its General Meeting.
- II. The ES shall provide for the safe custody of the Common Seal and shall produce it when required for use by the Trustees. The Common Seal shall be used only on the authority of the Trustees.
- III. Any instruction to which the said Common seal is affixed, embossed or impressed shall at the same time be signed by at least two (2) Trustees and shall be prima facie evidence that such document has the authority of the Organization.

### **14. FISCAL YEAR:**

- I. The fiscal year of the Organization shall begin on the first day of January and end on the last day of December in each year.

### **15. RULES AND REGULATIONS:**

The Board of Trustees may from time to time make and alter rules and regulations for the conduct of the Governing Council Meetings, Activities/Business of the Organization and for the summoning and conduct of such meetings

#### **16. ALTERATIONS IN CONSTITUTION:**

Any alteration to the constitution or resolution to change the purposes of the Organization, waive any requirement of a bond or any provision for the safety and security of the property and funds of the Organization or its Trustees, must receive the assent of not less than two third majority votes of the members present and voting at the Annual General Meeting. A notice of the resolution for the change and or alteration of the constitution must be received by the Trustees at least 21 (twenty-one) clear days before the meeting at which the resolution is to be brought. The notice of any change in the constitution shall be forwarded to the Registrar General for approval.

#### **17. DISSOLUTION OF THE ORGANIZATION**

The Organization may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at an Annual General Meeting convened for the purpose of which not less than 30 (thirty) days' notice shall have been given to all the Trustees and Governing Council members of the Organization, by letter to all those who can be contacted by post or by advertisement in a national newspaper. Such dissolution or winding up shall be as provided in Section 691 of the Companies and Allied Matters Act, 1990.

#### **18. SPECIAL CLAUSE**

Amendments to the constitution of the association shall be considered only at a general meeting of the association and shall only be approved by at least a two-third majority of the members of the association.

Proposals for amendments, shall be duly seconded, made in writing to the Executive Secretary of NUHCAN for circulation to members at least 60 days before the date of the general meeting at which the amendments are to be voted on.

No addition, alteration, or amendment shall be made to or in the CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Registrar-General. No amendments to the constitution shall be implemented without prior consent obtained in writing of the Registrar of the Corporate Affairs Commission. Consent shall be obtained by application made in writing and signed by the Chairperson of the BOT and Executive Secretary

If in the event of a winding-up or dissolution of the Organization 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 Organization but shall be given or transferred to some other institution or institutions, having objects

similar to the objects of the Organization and the body or bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on the Organization under or by virtue of the Special Clause hereof. Such institution or institutions is to be determined by a simple majority of members of the Organization before the time of dissolution and if in so far as effect cannot be given to the aforesaid provision, then to some charitable object.

#### **19. INTERPRETATION**

Any questions concerning the interpretation of this Constitution shall be referred to the Board of Trustees whose decisions shall be final.

#### **20. INDEMNITY**

The Officers of the Organization shall be indemnified by the Organization from all liabilities and expenses incurred by them in or about the discharge of their respective duties in good faith.

**SECRETARY**

**CHAIRMAN**