

**THE
CONSTITUTION
AND
BYLAWS
OF
NATIONAL ASSOCIATION
OF
YORUBA DESCENDANTS
IN
SOUTH AFRICA**

PART A

THE

CONSTITUTION

Explanatory Notes

This constitution is the Organization's external document. It gives the basic information about the Organization to the outside world. It contains the most important provisions setting out the aims and objectives and the kind of activities which the Organization can carry on.

PREAMBLE

WE, the people of Yoruba extraction in South Africa, having solemnly resolved to live together in love and perfect harmony based on the kindred spirit regardless of the political, economic and social pedigree of each individual;

EQUALLY driven by idea of promoting and defending collective and individual socio-economic interests and the general welfare of all people of Yoruba descent with the intent of building a prosperous Yoruba descendant community in South Africa, in the economic and social spheres with the brand identity of hard working and law abiding people; stickler for excellence and positive contributors to the socio-economic development of their host nation;

DESIROUS of creating a platform to promote mutual cooperation and solidarity, peaceful co-existence with the people of our host nation and being good ambassadors of our great country Nigeria in the nation of South Africa;

PASSIONATELY committed to building a politically, economically, socially virile, prosperous and pace-setting Yoruba nation in Nigeria;

NOW THEREFORE in pursuance of the realization of these noble visions, we the said people of Yoruba ancestry in the South Africa, hereby give to our selves this Constitution under the auspices of and in furtherance of the overarching objectives of this Organization; and

IN SO DOING, we hereby resolve to constitute ourselves with this constitution into “National Association of Yoruba Descendants in South Africa” (Egbe Omo Yoruba) setting out in this constitution, the principles and objectives for ourselves and various governing structures within the Organization.

NATIONAL ANTHEM

Awa lo la "gba j"owo

Ko le ba je

Awa lo la gba jowo

Ko le ba je o o

O o omo Yoruba, Southern Africa la wa wa, a mo ra wa.

PLEDGE (ILERI)

Mo se ileri fun Egbe Omo Yoruba

Lati je Olotito, ati Olododo

L ati se ise fun Egbe Omo Yoruba pelu gbogbo agbara mi

Ati lati mu isokan, iwuri, pelu llosiwaju ba Egbe Omo Yoruba

Ki oluwa ki o ran mi lowo

ARTICLE I: NAME AND OTHER ANCILLARY MATTERS

- Section 1: Name.** The name of the Organization shall be: “National Association of Yoruba Descendants in South Africa or Egbe Omo Yoruba” hereinafter referred as “the Organization or Egbe”.
- Section 2: National Headquarters.** The National Headquarters of the Organization shall be situated in Johannesburg, South Africa.
- Section 3: Motto.** The Motto of the Organization shall be “**Agba j"owo la fi so"ya (Unity is Strength)**”
- Section 4: Slogan of the Organization.** When the lead shouts: “**Agba jowo**”
The house shall chorus: “**La fi n soya**”
- Section 5: Use of Name and Emblem.** Use of the name, goodwill, emblem and logos of the Organization shall be according to the guidelines established from time to time in the bylaws.
- Section 6: Vision.** The Organization envisions an economically and socially prosperous Yoruba descendant community within South Africa with the brand identity of hard working and law-abiding people; sticklers for excellence and positive contributors to the socio-economic development of their host nation.
- Section 7: Mission Statement.** The mission is to promote and defend individual and collective socio-economic interests and the general welfare of all people of Yoruba descent residing in South African either permanently or temporary.
- Section 8: Core Values and Principles**

The Organization shall be guided by the following core values and principles-

- i. Harmony;

- ii. Truth;
- iii. Camaraderie;
- iv. Altruism;
- v. Servant Leadership; and
- vi. Shared Prosperity.

ARTICLE II AIMS AND OBJECTIVES

Section 1: The aims and objectives of the Organization are-

- i** To cherish, uphold and project the honour and dignity of Yoruba people, their culture, language and tradition within South Africa.
- ii** To serve as an umbrella organization to other Pan-Yoruba organizations in South Africa.
- iii** To promote and support democracy and foster individual and collective freedom within Nigerian polity.
- iv** To encourage dialogue and deliberation on issues of importance and relevance to Yoruba people and nation.
- v** To preserve the Organization as a non-partisan, secular and non-profit making organization.
- vi** To foster the economic empowerment and development of Yoruba people within South Africa through specific projects designed to enhance latent abilities and skills.
- vii** To work with other organizations with similar objectives within and outside the shores of Nigeria to promote democracy, peace, stability, justice and unity amongst the Yoruba people and to actively promote the interest of the Yoruba nation within the context of Federal Republic of Nigeria.
- viii** To work toward bridging the information gap between Yoruba people and other cultural groups within South Africa and around the world.
- ix** To establish socio-economic presence in Nigeria to facilitate home- based economic and development-related activities.
- x** To promote and ensure the preservation of age-long ethos and values of Yoruba people and nation.

- xi To establish a newsletter/magazine called “**KA A RO, O O JI RE**” as the mouth-piece organ of the Organization for the dissemination of information within Nigeria and Yoruba in Diaspora.

ARTICLE III BYLAWS

Section 1 There shall be bylaws for the Organization which shall be the legal document containing the domestic or indoor management rules that regulate the internal government of the Organization. They shall set forth the basic structure and activities governing the organization and also regulate the rights of the members among themselves and define the manner in which the business of the Organization shall be conducted.

Section 2 The bylaws shall not be inconsistent with the constitution or any relevant legislation of the host country and shall be adopted together with the constitution of the Organization by a majority vote of the members present at the meeting called for such adoption.

ARTICLE IV CHARTERING OF LOCAL CHAPTERS

Section 1 Except as otherwise provided for in the constitution and bylaws of the Organization, the Board of Directors (BDs) shall have the full powers and authority to constitute and charter all Local Chapters, under such rules and regulations as may be prescribed from time to time.

- Section 2 A Local Chapter shall be presumed chartered when its charter has been officially approved and issued pursuant to the procedures established for such from time to time by the BDs.
- Section 3 The acceptance of charter by a Local Chapter shall be tantamount to ratification and agreement on the part of the Local Chapter to be bound by the spirit and provisions of the constitution and the bylaws of this Organization and submission by the said Local Chapter to have its relationship with the Organization governed by the constitution and bylaws of the Organization accordingly.

ARTICLE V FINANCIAL MATTERS

- Section 1 The Organization shall not provide monetary gain, incidentally or otherwise or share any profit accruing to the Organization to its officers or members. This does not however restrict the payment of wages, salaries or incentives by the club for services rendered.
- Section 2 In an event of dissolution of the Organization, residual assets shall be distributed to organizations with similar objectives.
- Section 3 Rules for authorization for expenditure are as follows:
- i. The National President/Chairperson shall have power to authorize the withdrawal of an amount not exceeding the sum of R15000 and R5000 respectively for any given unbudgeted transaction.
 - ii. All amounts above the stated thresholds in paragraph (i) above for any given unbudgeted transactions shall only be authorized by the National President/Chairperson with the approval of the National Executive Council (NEC) /Local Executive Council (LEC).

ARTICLE VI AUDITING OF THE ACCOUNTS

- i. There shall be annual audit of accounts of the Organization/Local Chapter by an Internal and External auditors who will be appointed at the National Convention (NC).
- ii. The Auditors shall present the report to the NEC not later than 15 days before the annual NC.
- iii. The report of the Auditors shall be giving to all members at the annual NC for deliberations.

ARTICLE VI I ODUFA FOUNDATION

- i. The Odua Foundation shall be the non-profit vehicle or platform of the Organization to fund all projects and other charitable activities that the Organization may embark on.
- ii. The Organization shall provide funds for the running of the Foundation.
- iii. The National President shall, subject to the approval of the NEC, appoint and constitute the members of the Board of Directors of the Foundation.
- iv. Seven (7) members shall constitute the Board of Directors of the Foundation.
- v. The National President, the Chairperson and Vice-Chairperson of the BDs shall be members of the Foundation.
- vi. Members to be appointed shall be active and dedicated to the Organization with proven experience and relevant professional expertise.
- vii. Each member shall serve for a period of one (1) term of two (2) years and maximum of two (2) terms of four (4) years.
- viii. The Foundation's Board of Directors shall be reconstituted every two (2) years.
- ix. The Foundation shall be headed by Chairman, Board of Directors.
- x. The Chairman, Board of Directors shall be elected by a simple majority of Board members.

ARTICLE VIII

AMENDMENTS

Section 1

Amendments to the constitution and bylaws may be proposed by any member of the Organization. Such proposal shall be submitted in writing to the BDs through NEC at least fourteen (14) calendar days prior to NC at which the vote of the proposed amendments are to be taken.

Section 2

The BDs shall consider the merits of the proposed amendments before presenting them before the members in NC.

Section 3

Duly proposed amendments shall be submitted by BDs for the affirmative vote of two-thirds majority of members present in person and voting in NC.

Section 4

Any proposed amendments must be published in the Organization's News Letter, or any other official publication of the Organization, at least thirty (30) days prior to the NC at which it is to be voted upon.

ARTICLE IX

DISSOLUTION/WINDING UP

Section 1

The Organization may be dissolved pursuant to the provisions of the constitution or by an order of a court of competent jurisdiction. If upon the winding up or dissolution of the Organization there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Organization, but shall be transferred either to some other institutions having objects similar to the objects of the Organization or to some institutions the objects of which shall include the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Organization attending the NC at or before the time of dissolution.

ARTICLE X

DEFINITIONS AND INTERPRETATIONS

In this constitution, except where the context otherwise requires, the following terms shall have the following meanings:

‘Homeland’ means Yoruba-land in South-West Nigeria;

‘National Association’ means the Organization at the national level in South Africa.

‘Local Chapter’ means the Organization in microcosms like a place, community, suburb, town, and city and it is all these local chapters that shall form ‘The National Association of Yoruba Descendants in South Africa’.

‘Migrant Yoruba Community’ means Yoruba migrants who maintain largely emotional and social ties with Yoruba homeland.

‘Yoruba Diaspora’ means an indigenous Yoruba community in Benin, Togo, Brazil, Haiti, Cuba, Sierra-Leone, Trinidad and Tobago, and United States whose ancestry is traceable to Yoruba people of South West Nigeria. These are people who maintain a myth or collective memory of their homeland of and regards ancestral homeland as their true homeland.

‘Yoruba descendants’ means people of Yoruba descent from Nigeria’s federating states of Delta, Edo, Ekiti, Kogi, Kwara, Lagos, Ondo, Ogun, Osun, and Oyo.

‘Yoruba extraction’ shall include migrant Yoruba communities and Yoruba Diaspora

‘Yoruba descendants in Lagos and Ogun States’ include Egun and Awori people.

‘Yoruba descendants in Kwara State’ means those in Ilorin, and the igbominas

‘Yoruba descendants in Kogi’ mean people in Okunland of Kogi State

‘Yoruba descendants in Edo’ mean people in Benin City and Akoko Edo area

‘Yoruba descendant in Delta’ include the Itshekiris

‘Core Yoruba States’ means Ekiti, Lagos, Ogun, Ondo, Osun and Oyo

‘Yoruba minority States’ means Yoruba people in Kwara, Kogi, Benin, and Delta.

‘Yoruba descendant by affinity’ means a person who is married to a Yoruba descendant by birth.

‘Yoruba descendant by naturalization’ means a person who cannot claim to be a Yoruba descendant either by birth or affinity and who is or either of his/her grand-parents or parents, had or has been domiciled in Yoruba land and he/she intends to live there permanently. He/she must have been assimilated into the ways, values, culture and traditions of Yoruba people of South West Nigeria, maintains emotional and social ties with the Yoruba homeland in Nigeria and capable of making useful contribution to the advancement, progress and well being of Yoruba people and nation.

PART B

THE

BYLAWS

Explanatory Notes

These bylaws are the legal document containing the domestic or indoor management rules that regulate the internal government of the Organization. They set forth the basic structure and activities governing the organization and also regulate the rights of the members among themselves and define the manner in which the business of the Organization shall be conducted.

ARTICLE I Membership

Section 1 Classes of Membership

There are 2 classes of membership of the Organization: full membership and honorary membership.

- i. A full membership is open to persons who are Yoruba descendants by:
 - by birth; or
 - by affinity, that is, by marriage to a Yoruba descendant; or
 - by naturalization.
- ii. An honorary membership status shall be conferred as an award from the association on such individuals who believe in Yoruba traditions, norms, values, culture and supports the cause the Yoruba nation and people.

Section 2 Eligibility Criteria

- i. Membership of the Organization is open to all people of Yoruba extraction without regard to religion, sex, disability or marital status.
- ii. To become a member, a person must fill out membership application form and return it to the Secretary of the closest local chapter to his/her locality.

Section 3 Rights of Members

- i. A duly registered member shall be entitled to all rights and privileges and subject to all obligations which membership of the Organization confers.
- ii. Such rights shall include: eligibility to seek any elective office in this Organization and the right to vote on all matters requiring a vote of the members; and such obligations shall include regular attendance, prompt payment of dues, and participation in the activities of the Organization and be a good ambassador of the Organization.
- iii. Every member shall be entitled to equal right of expression during the course of the meeting and deliberation of the association.
- iv. All members shall enjoy the full protection of the organization as provided for in these bylaws.

Section 4

Duties of Members

Every member shall-

- i. Uphold the constitution of the association;
- ii. Endeavour to attend all official meetings;
- iii. Respect all elected officers;
- iv. Pay a fine for absenteeism, lateness and misconducts;
- v. Perform any duties that may be assigned to him/her in the course of ordinary business of the association;
- vi. Be encouraged to volunteer his/her experience and expertise in matters that may benefit the association; and
- vii. Conduct him/her in a friendly and cordial manner during and after meeting deliberations.

ARTICLE II

ORGANS THE ORGANIZATION

Section 1

National Convention

- i. The National Convention (NC) shall be the apex organ of the Organization. It is the annual assembly of all members of the Organization and has the powers to approve, ratify all or part of the decisions, operations, proposals of the Board of Directors (BDs) and NEC. All executive organs of the Organization are answerable to the NC and it shall operate on simple majority principle through passing of resolutions.
- ii. The IC shall have residual executive powers vested in the National Executive Council (NEC) if the NEC cannot or will not exercise them, for example, where there is a deadlock in NEC or where there is no NEC in existence or where an effective quorum could not be obtained.
- iii. NC provides a forum where members can have the opportunity to meet with the national officers; question them on issues of concern to them regarding their stewardships.
- iv. NC exercises restraining influence on the activities of the national officers and other governing structures of the Organization.
- v. Every member of the Organization is entitled to attend NC.
- vi. The NC holds annually at a venue to be decided by the members in IC.

Section 2

Board of Directors (BDs)

- i. The National Board of Directors (hereafter referred to as 'Board') shall consist of 2 delegates each from the Local Chapters in South Africa and the incumbent President and Deputy President and past National Presidents and Deputy Presidents.
- ii. Delegates from all the Local Chapters shall be elected by simple majority of the members of each Local Chapter.
- iii. Only registered members of Local Chapters are eligible to be voted for during the election of delegates to the Board.
- iv. Members of the Board shall be eligible to serve in any of the standing or adhoc committees of the Organization.
- v. In the main, the Board shall perform advisory roles to the NEC.
- vi. It shall entertain appeals from the decisions of the disciplinary committee of the Organization and make recommendations in that regard to the NC.
- vii. Any member of the Board may be removed from office for any proven misconducts, dereliction of duties or acts not in consonance with the duties of the Board and the spirit of the Constitution.
- viii. The Board shall be constituted and dissolved at the NC of the Organization after the expiration of two (2) years in the office.
- ix. Members to the Board may serve for an initial period of two (2) years and maximum of four (4) years of two (2) terms.
- x. The Board shall be headed by a Chairperson assisted by a Vice-Chairperson after an election by a simple majority of all the members of the Board.
- xi. The Board shall serve in the capacity of ex-officio to the NEC and shall be responsible for ratifying and approving all awards to be conferred to people by the Organization.
- xii. It shall also be the Organization's good ambassadors.
- xiii. Vacancies in the Board must be filled as soon as possible by the affected Local Chapter(s).

Section 3

Eligibility Criteria for Membership of the BDs

The NBDs shall possess the following qualifications:

- i. Membership of the Board is open to both male and female of forty five (45) years old and above.
- ii. Members of the Board shall be known for absolute dedication to the causes of the Organization; credibility not in doubt and willingness to promote the vision of Organization.

Section 4

National Executive Council

The NEC shall consist of the following offices: National President; National Vice-President; Secretary-General; Assistant International Secretary-General; National Financial Advisor; National Treasurer; National Legal Advisor; National Public Affairs Officer; National Coordinator for Women Affairs; and National Coordinator for Youth Affairs.

Section 5

Local Executive Committee

The Local Executive Committee of the organization shall consist of the following offices: Chairperson; Vice-Chairperson; Secretary; Financial Officer; Treasurer and Welfare Officer.

ARTICLE III

NATIONAL OFFICERS

Section 1

President

The National President shall be the Chief Executive Officer and the highest officer in the Organization's administrative structures.
The National President shall-

- i. Preside over the NEC and such other committees as may be determined from time to time.
- ii. Represent the Organization in all official matters and relevant forums.

- iii. Present a detailed action plans and give direct the affairs of the Organization. The action plans shall be unveiled to the members in a presidential address during the National Convention tagged: Yoruba Day.
- iv. Inaugurate all working committees both standing and ad-hoc, in consultation and on the recommendation of the NEC.
- v. Preside over all the working committees.
- vi. Superintend over the activities of the Organization and be accountable to members on all the activities of the Organization.

Section 2

Vice-President

The National Vice-President shall assist the National President in the day-to-day running of the Organization. In the absence of the National President, he takes charge of the administration of the Organization with all the full powers thereof subject to the approval of two-thirds majority of the NEC.

The National Vice-President shall:

- i. Perform all duties that may be assigned to him by the National President.
- ii. Assist the National President and work with other members of NEC to ensure smooth-running of the Organization.
- iii. Chair any disciplinary sittings that may be constituted by the NEC.

Section 3

Secretary-General

The Secretary-General is the chief operating officer and the principal administrator of the Organization and shall be the custodian of all official documents and administrative machinery and shall superintend matters of administration relating to the Organization.

Duties of Secretary-General shall include:

- i. Assist President to run the day to day affairs of the Organization.
- ii. Coordinate all administrative activities of the Organization.

- iii. Work with and give secretarial support to the NEC to ensure the fulfilment of the goals and objectives of the Organization.
- iv. Prepare an annual report on behalf of the NEC which shall be presented to the members at the annual NC or when demanded for by the NEC.
- v. Work closely with the President and Public Affairs Officer to ensure smooth communication with the Chapters so as to keep them fully informed of all activities and the positions of the Organization on matters of interests to the generality of the members of the Organization.
- vi. Produce minutes of all meetings of the NEC and NC.
- vii. Convene any meetings on direction and or approval of the President; NC and NEC.
- viii. Perform any other functions that may be assigned by the NEC.

Section 4 Assistant Secretary-General

The Assistant Secretary-General shall perform all duties as assigned to him/her by the Secretary-General or by NEC.

The Assistant Secretary-General shall-

- i. Assist the Secretary-General day-to-day running of the affairs of the Organization.
- ii. Take on any assignments as may be requested by the Secretary-General.
- iii. Represent the office of the Secretary-General in the absence or incapacity of the Secretary-General.

Section 5 Financial Advisor

The Financial Advisor is the Chief Financial Officer (CFO) and principal signatory to all bank accounts and financial transactions and undertakings of the Organization.

The Financial Advisor shall-

- i. Coordinate and manage the financial affairs of the Organization.
- ii. Prepare annual budget and the quarterly financial reports on the status of and on-going financial transactions/activities of the Organization.
- iii. Oversee the collections and recordings of all funds received and disbursed in conjunction with the National Treasurer in performing his/her duties.
- iv. Collect all monies on behalf of the Organization in the absence of National Treasurer and handover such monies received to the National Treasurer within two (2) working days.
- v. Oversee all forms of fund raising activities of the Organization.
- vi. Liaise with all Local Chapters to fulfil their financial obligations to the Organization.
- vii. Perform any other functions and assignments as may be directed by the NEC.

Section 6

National Treasurer

The International Treasurer shall be the custodian of all records of financial transactions of the Organization and a principal signatory to the bank accounts and any other banking transactions involving the Organization.

The National Treasurer shall-

- i. Collect all funds on behalf of the Organization and deposit all such funds in the Organization's bank account within two (2) working days from date of collection.
- ii. Collect and receive all monies received from the Financial Advisor and deposit such funds in the bank account of the Organization within two (2) working days.
- iii. Work closely with the Financial Advisor in performing his/her duties.

Section 7

Legal Affairs Advisor

The Legal Affairs Advisor shall be the principal legal officer of the Organization.

The Legal Affairs Advisor shall-

- i. Be responsible for overseeing all contracts, agreements and legal obligations pertaining to the Organization.
- ii. Provide legal advice to the BDs and NEC on all matters involving the Organization.
- iii. Only legal practitioner shall be elected as Legal Affairs Advisor.

Section 8

Public Affairs Officer

The Public Affairs Officer shall be the mouth-piece of the Organization and must ensure that all activities and pronouncements of the Organization are communicated to all chapters.

The Public Affairs Officer shall-

- i. Establish significant contacts with members of the international, Southern Africa and Nigerian media establishments in dissemination of the core values and the activities of the Organization through media chat, information bulletins and press releases.
- ii. Organises news conferences and write public statements and opinions on behalf of the Organization with the position of the members during National Convention or as ratified by the NEC.
- iii. Be the Editor-in-Chief of the Organization's newsletters and other publications.

Section 9

Director for Women Affairs

A woman shall always occupy the office.

The Director for Women Affairs shall-

- i. Be responsible for identifying, locating and recruiting Yoruba Women within South Africa.
- ii. Be responsible for organizing and mobilizing Yoruba women in the Organization for active involvement and participation in activities of the Organization.
- iii. Chair all standing or ad hoc committees that may be constituted on women matters subject to the provisions of the constitution.
- iv. Shall advice the President and the NEC on women affairs or matters.
- v. Carry out other duties that may, from time to time, be assigned to her by the NEC or the President as ratified by the NEC or NC.

Section 10

Director for Youth Affairs

The Director for Youth Affairs shall be the Youth Advocacy Director of Organization.

The Director for Youth Affairs shall-

- i. Be responsible for youth affairs and shall chair any ad-hoc committees on youth matters.
- ii. Report to the NEC the progress made on issues relating to the youth in the Organization.
- iii. Carry out other duties that may, from time to time, be assigned to him/her by the NEC or the President as ratified NC.

ARTICLE IV

LOCAL OFFICERS

Section 1:

Chairperson. The Chairperson of the Local Chapter shall be the Chief Executive Officer and the highest officer in the Local Chapter's structures.

The Chairperson of the Local Chapter shall-

- i. Preside over the Local Executive Committee and such other committees as may be determined from time to time.
- ii. Represent the Chapter in all official matters and relevant forums.
- iii. Present a detailed plan of action and direct the affairs of the Chapter. The plan of action shall be unveiled to the members during the first meeting of the Chapter in the New Year.
- iv. Inaugurate all working committees both standing and ad-hoc, in consultation and on the recommendation of the LEC.
- v. Preside over all the working committees.
- vi. Superintend over the activities of the Chapter and be accountable to members on all the activities of the Chapter.

Section 2:

Vice-Chairperson. The Vice-Chairperson shall assist the Chairperson in the day-to-day running of the Organization. In the absence of the Chairperson, he takes charge of the administration of the Chapter with all the full powers thereof subject to the approval of two-thirds majority of the LEC.

The Vice-Chairperson shall:

- i. Perform all duties that may be assigned to him by the Chairperson.
- ii. Assist the Chairperson and work with other members of LEC to ensure smooth-running of the Chapter.
- iii. Chair any disciplinary sittings that may be constituted by the LEC.

Section 3:

Secretary

The Secretary is the chief operating officer and the principal administrator of the Local Chapter and shall be the custodian of all official documents and administrative machinery and shall superintend matters of administration relating to the Chapter.

The Secretary shall-

- i. Assist the Chairperson in running the day to day affairs of the Chapter.
- ii. Coordinate all administrative activities of the Chapter.
- iii. Work with and give secretarial support to the Local Executive Committee to ensure the fulfilment of the goals and objectives of the Organization.
- iv. Prepare an annual report on behalf of the LEC which shall be sent to the NEC.
- v. Work closely with the President and the Public Affairs Officer to ensure smooth communication with the members so as to keep them fully informed of all activities and the positions of the Organization on matters of interests to the generality of the members of the Organization.
- vi. Produce minutes of all meetings of the LEC.
- vii. Convene any meetings on direction and or approval of the Chairperson and LEC.
- viii. Perform any other functions that may be assigned by the LEC.

Section 4: Financial Officer

The Financial Officer shall-

- i. Coordinate and manage the financial affairs of the Local Chapter.
- ii. Prepare annual budget and the quarterly financial reports on the status of and on-going financial transactions/activities of the Chapter.
- iii. Oversee the collections and recordings of all funds received and disbursed in conjunction with the Treasurer in performing his/her duties.
- iv. Collect all monies on behalf of the Chapter in the absence of the Treasurer and handover such monies received to the Treasurer within two (2) working days.

- v. Oversee all forms of fund raising activities of the Chapter.
- vi. Liaise with the NEC concerning the fulfilment of their financial obligations to the Organization.
- vii. Perform any other functions and assignments as may be directed by the LEC.

Section 5: **Treasurer.** The Treasurer shall be the custodian of all records of financial transactions of the Chapter and a principal signatory to the bank accounts and any other banking transactions involving the Chapter.

The Treasurer shall-

- i. Collect all funds on behalf of the Chapter and deposit all such funds in the Chapter's bank account within two (2) working days from date of collection.
- ii. Collect and receive all monies received from the Financial Officer and deposit same in the bank account of the Chapter within two (2) working days.
- iii. Work closely with the Financial Officer in performing his/her duties.

Section 6: **Welfare Officer**

The Welfare Officer shall:

- i. Coordinate all the social activities of the Chapter.
- ii. Be responsible for welfare matters concerning the members.
- iii. Be the chairperson of the Welfare Committee of the Chapter.
- iv. Undertake any other assignments that may be assigned to him by the LEC and the NEC.

Article 7: **Tenure of Office**

Any national officers of the Organization shall hold office for a period of two (2) years for first term and shall be eligible for re-election into the same office for another term.

ARTICLE V: COMMITTEES

Section 1: There shall be constituted at both levels of the Organization-National and Local-committees both standing and ad-hoc, as provided for in these bylaws. Such committees shall be constituted by the NEC and LEC at the National, and Local levels respectively.

Section 2: The standing committees shall perform all duties as may be assigned to them and the constitution of these committees made by the NEC/LEC. Membership of each of these committees shall reflect the members' qualifications as well as their professional expertise especially in the specialized committees.

The standing committees of this Organization shall be:

- i. Membership Committee-Membership committee shall be responsible for the processing of membership forms and screening of intending members. It shall be headed by the Secretary. It shall keep the data of all members and perform all the other duties that may be assigned to it.
- ii. Planning and Strategy Committee- The committee shall be the think –tank of the NEC/LEC and shall be responsible for planning and strategies including the programs. Develop initiatives for promoting the Organization's goals and objectives as well as promoting and projecting positive image of the Organization in the public. It shall also carry other assignments specifically referred to it by the NEC/LEC. The committee shall consist of 5 (five) members and shall be headed by President/Chairperson or any member of the NEC/LEC at the national and local level.
- iii. Finance Committee- The Financial Advisor/Financial Secretary shall be the chairperson of the committee. It shall compose of 5 (five) members. The committee shall prepare the annual budget of the Organization at the national and chapter levels and the financial statements. It shall be responsible for reviewing the revenue and expenditure of the Organization both at the national and local levels, as the case may be. It shall summons any officers or members of a

committee to clarify any issues concerning revenue and expenditure of the Organization. It shall be responsible for collection of dues, fines and any other money transactions, and be responsible for fund raising activities of the Organization. The committee shall also carry out other assignments specifically referred to it by the NEC and LEC.

- iv. Welfare Committee- The committee shall consist of 5 (five) members to be headed by the Director for Women Affairs or any other member of the NEC/ LEC. The committee shall be responsible for all welfare-related matters and activities of the Organization. It shall co-ordinate all social activities of the association and handles all social programmes in which the Organization is involved.
- v. Disciplinary Committee-The committee shall consist of 7(seven) members appointed by the NEC/LEC as the case may be. The committee shall be headed by the Deputy President/Vice-Chairperson. Membership of this committee may include qualified advocate. It shall be fair and just in its handling of all disciplinary matters brought before it. It shall ensure strict compliance with the provisions of these bylaws. It shall recommend any erring member of the Organization for necessary disciplinary action according to the provisions of the bylaws and such sanction (s) shall be subject to the ratification of the NEC/LEC.
- vi. Caretaker Committee- The caretaker committee shall consist of 5 (five) members and shall assume office on the day the NEC/LEC is dissolved. The members of the caretaker committee shall be nominated at the NC by the members present. The caretaker committee shall be in the office for not more than 6 months. The caretaker shall assume the full powers and capacity of the NEC/LEC under the supervision of the BDs. A prospective holder of any of the offices of the Organization shall not eligible to serve in caretaker committee. The dissolved NEC/LEC shall hand over all the Organization's documents and property to the caretaker committee immediately after its inauguration. No member of the dissolved National Executive Offices shall serve in the committee.

Section 3: Ad-Hoc Committees (AC)

The Ad-hoc Committees shall be established and shall consist of committed members who are in good standing either as volunteers or nominees. The constitution and composition of the Ad-hoc Committees shall be the prerogative of the NEC/LEC. All ad-hoc committees shall be headed by a member of NEC/LEC. All committees shall consist of minimum of three (3) and maximum of five (5) members depending on the nature of the tasks to be performed. Committees shall serve as think-tanks for the development of new policy options. An Ad-hoc committee stands dissolved after the completion of a specific assignment given from time to time by the NEC/LEC.

ARTICLE VI Meetings

Section 1: Types of Meetings

The following shall be the different types of meetings of the Organization- National Convention (NC); Board of Directors (BDs); National Executive Committee (NEC); Local Executive Committee (LEC); Standing Committee (SC); and Ad-hoc Committee (AC).

Section 2: Quorum for Meetings

The quorum for all meetings shall in all cases be formed by a simple majority of two-thirds of the members.

Section 3: Dates, Frequency and Duration of Meetings

- i The NC shall be held annually at a time, venue and for the duration that shall be determined by the NEC.
- ii The meeting of the BDs shall hold once in year at a time, venue and the duration to be determined by the members after consultation with the NEC.

- iii NEC/LEC shall meet at least four (4) times in a year, or as frequently as deemed necessary, at the venue and for the duration to be determined by NEC/LEC.
- iv All Standing Committees and Ad- hoc Committees' meetings shall be determined by the chairperson of each of the committees but not less than twice in a year or as may be determined from time to time.

Section 4: Notices of Meetings

- i The Secretary-General/Secretary shall issue notices of meetings to all members of the Organization at the national and local chapter levels before the date set for the meeting.
- ii Notice of such meeting shall be issued two (2) weeks before the set date.
- iii In case of emergency, notice of meeting shall be issued at least 24 hours before the set date.
- iv Notice of NC shall be issued six (6) weeks before the set date.
- v Chairperson of BDs shall issue notice to all members of the Board two (2) weeks before the set date.
- vi Chairperson of each of the standing or ad hoc committees shall issue notice of meeting to all members two (2) weeks before the set date.

Section 5: Minutes of Meetings

- i The minutes of a meeting shall include the following:
 - a The dates, time and place of meeting;
 - b Members present and apologies from any member absent;
 - c The adopted agenda; and
 - d All decisions taken based on consensus, motions and voting results.
- ii The minutes of the last meeting shall be made available to all members at least two weeks prior to the next meeting.

- iii The minutes of the last meeting shall be made available to all chapters.
- iv The minutes shall be corrected and adopted as soon as the meeting is called to order and the quorum of two-thirds simple majority is formed.
- v The adopted minutes shall be filed as a permanent record of the Organization.

Section 6: Fiscal Year

The fiscal year of the NEC/LEC shall be 1st January to 31st December of every year.

Section 7: Conflict of Interests

Any member of the governing structures who has a financial, personal, or official interest in, or conflict or appearance of a conflict with any matter pending before the governing structure(s) which he/she is a member, of such nature that it prevents or it may prevent that member from acting on the matter in an impartial manner, will offer to the concerned governing structure to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on the said item or issue.

ARTICLE VII: FINANCES

Section 1: Sources of Funds

The Organization shall derive its funds from annual membership subscriptions from members and as may be determined by NEC. Other monetary contributions shall be as set and revised from time to time by NEC. Fundraising activities shall be organized from time to time.

Section 2: The Financial Statement

- i. The financial statement of the Organization shall be prepared and reviewed by the Financial Advisor/Financial Secretary.
- ii. The Financial Advisor/Secretary shall submit the financial statements to the NEC/LEC for discussion.
- iii. The NEC/LEC shall present the financial statements to the NC for approval before filling the yearly report.
- iv. Copies of the financial statements shall be presented to members at the NC.

Section 3: Remuneration

- i. Officers of the Organization may not be remunerated for performing their duties.
- ii. Such remuneration to members shall be determined by two-thirds majority of the NEC/LEC.
- iii. The remuneration shall be commensurate with the nature of tasks or duties by members and officers.

Section 4: Signatories to the Organization's Account(s)

- i. The official signatories to the Organization at the national level shall be: President; Secretary General; Financial Advisor; and National Treasurer. For the Organization at the chapter level: Chairperson; Secretary; Financial Secretary; and Treasurer.
- ii. Any three of these officials shall have the power to sign cheques up to a maximum of R20000.
- iii. Any cheque in excess of R20 000 shall require all the four signatures. The financial records of the Organizations at all levels shall be kept in accordance with Generally Acceptable Accounting Principle – GAAP – or any other Standard Accounting System as may be approved by the members in NC.

Section 5: Request for Payments

- i. The Financial Advisor/Secretary shall receive and review all receipts for payments incurred on behalf of the association.
- ii. The Financial Advisor/Secretary shall submit his or her payment recommendation(s) to NEC/LEC for approval.
- iii. The payment shall be made only after the approval of the NEC/LEC.

Section 6: Banking and Payments

- i. The account(s) of the Organization shall be maintained only in a licensed bank or banks recognized by the Government of the Republic of South Africa and Federal Republic of Nigeria approved by the NEC and ratified by the NC.
- ii. The Organization shall maintain a combination of cheque and savings accounts.
- iii. The President/Chairperson; Secretary General/Secretary; Financial Advisor/Secretary; and National Treasurer/Treasurer shall be the authorized signatories to the Organization's accounts.
- iv. There shall be (4) signatories at all times for the purpose of withdrawal, and or payments for any expenses incurred by the Organization.
- v. All payments shall be done by cheque signed by at least (3) of the (4) signatories to the account.

Section 7: Authorization for Expenditure

- i. The President shall have power to authorize the withdrawal of an amount not exceeding the sum of R10 000.00 for any given unbudgeted transaction.
- ii. All amount above R10 000.00 but not more than R20 000.00 for any given unbudgeted transaction shall only be authorized by the President with approval of the NEC.
- iii. Any withdrawal above R20 000.00 for any given unbudgeted transaction shall require the approval of the NEC.

ARTICLE X DISCIPLINARY CHANNELS

- Section 1: All complaints about the behaviour of a member should be written and submitted to the Secretary of the Local Chapter
- Section 2: The disciplinary committee shall be meet to hear the complaints within 30 days of a complaint being lodged. The disciplinary committee will then recommend a disciplinary action including the termination of membership to the LEC.
- Section 3: After the deliberation, the LEC either agrees or disagrees with the recommendation of the Disciplinary Committee. If it agrees with the recommendation, it sends it to NEC for final approval by the Organization through IEC at the IC. If it disagrees, it exercises its prerogative by upturning the decision of the Disciplinary Committee.
- Section 4: The out-come of a disciplinary hearing by the Disciplinary Committee of the Local Chapter must be notified in writing to the person who lodged the complaint and the member against whom the complaint was made within 30 days of the hearing.
- Section 5: The member in question shall have the right of appeal to the NEC at the National level. The disciplinary committee at the National level shall exercise appellate jurisdiction at the circumstance and the outcome of the appeal shall be final and binding.
- Section 6: The Disciplinary Committee at the National level shall consider such an appeal within 30 days of the General Secretary receiving the appeal.

ARTICLE XI DISCIPLINARY PROCEDURE

- Section 1: The Initial Inquiry
An initial hearing shall be held by the Disciplinary Committee to establish the veracity or otherwise of the allegation against the accused member to determine whether he/she has a case to answer. The offending member need not be present at this stage although he/she should be informed that he/she is under investigation and the allegation(s) made against him/her. The hearing must however be documented in the form of minutes taken in writing.
- Section 2: The hearing
If it is established in the initial hearing that a prima facie case is made against the member, the member concerned shall be put on notice of the case against him/her in writing by the Secretary and invited to attend the formal hearing by the Disciplinary Committee.
At the hearing, the member should be informed again about the allegations against him/her and he is expected to respond to the allegation by answering and then asking pertinent questions about the allegation(s) and these questions and answers must be recorded. Part of the hearing will include evidence from any witnesses. The minutes must be taken and after hearing and analysing all the evidence, the Disciplinary Committee will then determine whether the member accused is guilty or not. If it so decides, it shall then determine what action, if any, is to be taken.

It is however instructive at this juncture to state here that every action should not just be fair but must be seen to be fair. The entire process must not offend the age-long doctrines of natural justice, equity and good conscience.

Section 3: The Committee's decision on the disciplinary action against the member must however be communicated to the member in writing within 72 hours of the hearing.

The notice of the disciplinary action taken should include a statement setting forth the following-

- i. details of the offence which he/she has been found guilty of;
- ii. details of the decision of the Committee and the action to be taken;
- iii. an explanation of the offender's right of appeal; and
- iv. an explanation of the appeal procedure.

ARTICLE XIV

OFFENCES

Section 1: "Misconduct" is the carrying out of an offence considered to be of a minor nature (unless frequently repeated). This will normally incur a fine and a written warning together with a demand for corrective actions or appropriate apologies as the case may be. Examples include:

- i. Discourteous, crude or offensive behaviour of a member during a meeting or an organized event;
- ii. Conduct of unsafe nature;
- iii. Refusal to comply with reasonable instructions by the leadership;
- iv. Failure to adhere to the relevant code of conduct, the constitution and the bylaws of the Organization; and
- v. Any other actions of similar gravity to the ones above, and at the discretion of the leadership of the Organization.

Section 2: "Serious Misconduct" is the carrying out of an offence of such gravity that in the opinion of the leadership warrants disciplinary hearing. Examples include:

- i. Misconduct offences above that are grave or repeated;
- ii. Deliberate or consistent breaches of the Organization's rules;;
- iii. Any attempt to acquire gains or advantages over others by unfair or unscrupulous means;
- iv. Use of threatening or abusive behavior or use of foul language;
- v. Participating in any events or activities of the Organization whilst under the influence of psychotropic substances or alcohol;
- vi. Disregard for other members' safety; and
- vii. Any other which in the opinion of the leadership of the Organization may bring to the Organization into disrepute or which if left unpunished, may encourage other members to do the same.

Section 3: "Gross Misconduct" is an action of such seriousness and include:

- i. Physical violence of assault towards other persons at the Organization's functions or events or related activities. These include serious threatening, intimidating or forceful behavior;
- ii. Bringing the Organization into disrepute by words or actions or both;
- iii. Unauthorized use of the Organization's emblems, letter-heads, etc without requisite approvals for personal gains and criminal activities;
- iv. Serious acts of insubordinations;
- v. Being convicted of criminal offences including physical violence or abuse;
- vi. Proven acts of criminality; and
- vii. Other acts that are considered to be of an aggravated nature like fraud, theft, misappropriation, against the Organization, its members or any other party.

ARTICLE XII THE APPEAL PROCEDURE

Section1: As an integral and important part of a disciplinary procedure, the offender must be advised of his/her rights of appeal. There should be a document of appeals procedure and a copy must be given the offender.

Section 2: This document must explain the following-

- i. that a request for an appeal hearing should include the basis of the request, for example, new evidence or information, unreasonable disciplinary action for the offence committed; abuse of the disciplinary process; and that the entire process offends the age-long doctrines of natural justice, equity and good conscience, and many others;
- ii. how the request for an appeal hearing should be made, that is, in writing;
- iii. to whom it should be made, that is, the Secretary;
- iv. that the offender may be represented at the hearing if he/she so wishes;
- v. the timelines within which an appeal must be lodged, for example, in this instance, 14 days following the receipt of the decision of the Disciplinary Committee; and
- vi. that the decision of the Organization on the appeal is final and binding.

ARTICLE XII ELECTORAL GUIDELINES

Section1: An electoral guidelines shall be released a month before the election. It shall spell out how to run for an office. All elections shall be guided by the provisions contained in the Electoral Guidelines, the bylaws and constitution.

- Section 2: A member who desires to seek for elective office in the Organization shall declare and seek nomination through an eligible member. This nomination must be seconded by another eligible member. This will be done by obtaining a Nomination Form to be designed by the Electoral Committee. This will be filled by the aspiring contestant and shall be signed by him/her and counter-signed by the two sponsors who must be eligible for that purpose.
- Section 2: He/she shall obtain Election Form which will be designed by the Electoral Committee. The form must be filled and submitted within 48 hours and must indicate the office the applicant is vying for.
- Section 3: The Electoral Committee shall scrutinize the application to ensure that the intending contestants are eligible to stand for election based on the provisions of the constitution and bylaws of the Organization.
- Section 4: Electioneering campaign shall be for THIRTY (30) DAYS only after the expiration of the deadline for the submission of the Form indicating the intention to contest. Social media networks may be used for electioneering campaign. Such campaigns shall be issue-focused and devoid of mud-slinging and character assassination of other opponents.
- Section 5: On the Election Day, there shall be manifestoes time where all those vying for offices will address the House on their visions for the Organization for 10 minutes each.
- Section 6: Voting shall take place immediately after the manifestoes time. The election shall be by ballot by those present and eligible to vote. A plurality of vote is necessary to elect members into offices and the candidate who receives the largest number of votes has a plurality.
- Section 7: Thereafter, there shall be counting of votes; followed by the release of the number of votes cast for each contestant. The announcement of the winners shall be by the Chief Returning Officer, which is the Chairperson of the Electoral Committee.
- Section 8: After the declaration of the winners, there shall be made acceptance speeches by a representative of the winners. This will be followed immediately by the swearing-in of the officers who won various elective offices.
- Section 9: Where there is stalemate, the out-going president will cast a deciding vote.
- Section 10: However, where the outcomes of the elections are in dispute, the election meeting will adjourn for a maximum period of FOUR (4) WEEKS to allow for amicable settlement of the election disputes which will be addressed by the out-going executives in conjunction with the Electoral Committees.
- Section 11: After the amicable resolution of the electoral disputes, the new executives will accordingly be sworn-in and inaugurated and the out-going executives will officially hand-over to the new leaders.

ARTICLE XIII

ELIGIBILITY CRITERIA FOR ELECTION

Section 1: To be eligible for any of the Organization's offices, a member must be active and be in good standing. All classes are eligible aspire for leadership of the Organization through election except the honorary members. In the same vein, voting rights and privileges are granted to all classes of members except honorary membership and such members must be in good standing.

ARTICLE XV INVESTMENT VEHICLE

Section 1: In furtherance of the objectives and the core value of shared prosperity of the Organization, an investment platform shall be established to serve as a fiscal agent of the Organization.

Section 2: The members of the Organization shall pool their resources together and create an investment vehicle by setting up an Investment Club to serve as collective investment platform for investment purposes and take advantage of investment opportunities for and on behalf of the members.

Section 3: Membership of the Investment Club is not automatic. Interested member must elect to be actively involved by obtaining and filling an application form and must also demonstrate the willingness to abide by the rules and regulations as shall be stated in the Organization's Investment Code.

Section 4: The Investment Club shall be a legal entity under the relevant laws of the host nations and shall be governed by the set rules in the Investment Codes to ensure smooth running of the investment club and the protection of the investments of the investing members. This fiscal agent shall have the prerogative can invest in any form of indirect investment, collective investment schemes, funds, joint ventures, real estate investments, etc.

Section 5: The investment vehicle shall have on board competent and responsible members of the Organization to run its affairs and comply with the provisions of the relevant law in the host nations.

Section 6: There shall be an Investment Strategy Committee to superintend the operations and the managers of the Investment Club. This Committee will take investment decisions in conjunction with the Executive Committee of the Investment Club.

- Section 5: Expulsion or Suspension of Member(s).** Before any member shall be expelled or suspended, the following procedures and conditions shall be followed and fulfilled-
- i. The IEC and IBDs shall have the authority by vote of three-quarters of the joint sitting make case for the expulsion or suspension a member.

- ii. Thirty (30) days notice shall be given to a member or honorary member of complaint against him or her for suspension or expulsion, during which period such member shall appear before the joint sitting.
- iii. The Joint councils shall convene a hearing to determine the merits of the complaint.
- iv. The member shall be provided with complaint option of appearing before the joint sitting for determination.
- v. A member shall be expelled or suspended, after determination of by the joint sitting if the complained conduct was found to be improper, unbecoming or likely to endanger the interest or reputation of the Organization or may undermine her effort.
- vi. Any such expulsion or suspension shall become effective immediately upon the vote of the joint sittings.
- vii. An appeal of suspension or expulsion may be made by such member to the next IC.
- viii. Expulsion or suspension of any member shall become invalid, if IC decides otherwise.
- ix. The decision of the International Convention shall be final.