

**FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS ACT, 2020  
COMPANIES LIMITED BY GUARANTEE  
MEMORANDUM OF ASSOCIATION  
OF**

**NIGERIA INSIGHT ON GOVERNANCE LTD/GTE**

1. The name of the Company is: **NIGERIA INSIGHT ON GOVERNANCE LTD/GTE**
2. The Registered office of the Company will be situated in Nigeria.
3. The objects for which the Company is established are:
  - A. To Promote The Independence Of The Judiciary, assist Our Government And Our People In The Campaign Against Corruption And Guide Our People and Development And Pramatic Political Culture.
  - B. To Be Engaged In Youth And Leadership Development At All Levels.
  - C. To Educate, enlighten And Guide Communities And Sections Of Our Society Into Building Blocks Of Firm Active And Responsible Citizen Ready And Able To Paticipate In Governance And Or In Promoting The General Good As Against Personal Gains.
  - D. To Assist By All Legitimate Means For The Eradication Of Poverty And Diseases In Nigeria.
  - E. To Pursue With Vigor The Attainment Of Good Governace, accountability And Efficient And Effective Electoral System In Nigeria
  - F. To Educate ,enlighten And Guide Citizens In Different Groups Into Becoming Wacthdogs And Active Participants In Our Governments And Electoral System At All Levels.
  - G. To Guide The Nigerian People To Understand And Appreciate That The Leadership Of Every Society Is A Product Of The Quality Of The Citizen/fellowship.
  - H. To Publish , Educate And Create Awareness To The Nigerian Public Of Their Rights, privileges, duties And Obligations As Citizens Of The Federal Republic Of Nigeria.
  - I. To Uphold And Defend The Constitution Of The Federal Republic Of Nigeria And Always Seek Out Clear Interpretation Of Our Constitution And Laws By The Courts.

**AND IT IS HEREBY DECLARED THAT:**

The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except the contrary is expressly stated) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and as ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects clause of a separate and distinct company.

4. The Company is a Private Company



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

**2023-2686-32349-  
76955**

5. The liability of the members is Limited By Guarantee

6. The income and property of the company shall be applied solely towards the promotion of its objects, and no portion of the income or property shall be paid or transferred directly or indirectly to the members of the company except as permitted by or under the Companies and Allied Matters Act.

7. Every member of the company undertakes to contribute to the assets of the company the amount subscribed opposite his name in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves howsoever that the aggregate contribution is not less than N100,000.00 (one hundred thousand naira).

8. If upon winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property of the company, the same shall not be paid or distributed among the members of the company but shall be given or transferred among some other companies having objects similar to the objects of the company and such other companies shall be determined by the members prior to the dissolution of the company.

Dated this 01 Day of March 20 24

Particulars of witness to the above signatures:

1. Name of Witness: OGHENEVWEGBA MERIT  
Address of Witness: \_\_\_\_\_  
Occupation of Witness: BUSSINESS

2. Name of Witness: OGHENEVWEGBA MERIT  
Address of Witness: \_\_\_\_\_  
Occupation BUSSINESS



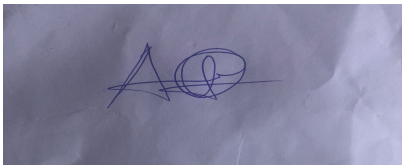
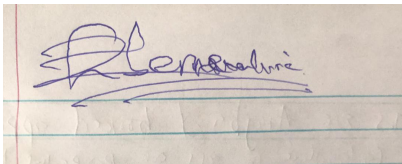
Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

of Witness: \_\_\_\_\_

SN	NAME AND ADDRESS OF SUBSCRIBER	AMOUNT GUARANTEED BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	Name: ASUKE ROBINSON Address: 39, EGBE LAYOUT, EFFURUN, DELTA STATE, NIGERIA	800,000	
2	Name: EMONARHIRE EBENEZER Address: 4, AIRPORT ROAD, EFFURUN, DELTA STATE, NIGERIA	200,000	

**FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS ACT, 2020  
COMPANIES LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION  
OF**

**NIGERIA INSIGHT ON GOVERNANCE LTD/GTE**

**MEMBERS**

**Applications for Membership**

- No person shall become a member of the company unless—  
(a) that person has completed an application for membership in a form approved by the directors, and  
(b) the directors have approved the application.

**Termination of Membership**

- (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.  
(2) Membership is not transferable.  
(3) A person's membership terminates when that person dies or ceases to exist.



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

## MEMBERS

### Attendance and Speaking at General Meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
  - a. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - b. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### Chairing General Meetings

- (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within five minutes of the time at which a meeting was due to start—
  - a. the directors present, or
  - b. (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

### Attendance and Speaking by Directors and Non-Shareholders

- (1) Directors may attend and speak at general meetings, whether or not they are shareholders.
- (2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

### Adjournment



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

- (1) If the persons attending a general meeting within one hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
  - a. the meeting consents to an adjournment, or
  - b. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
  - a. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - b. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, notice of the adjourned meeting and the business to be transacted shall be given as in the case of the original meeting.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## MEMBERS

### Voting: General

- A resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with the articles provided that in the case of an electronic meeting, voting may be done electronically or by count of voice concurrence.

### Errors and Disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting, whose decision is final.

### Poll Votes

- (1) A poll on a resolution may be demanded—
  - a. in advance of the general meeting where it is to be put to the vote, or
  - b. at a general meeting, either before a show of hands on that resolution or immediately after the result



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

- a. the chairman of the meeting where he is a member or a proxy;
- b. at least three members present in person or by proxy;
- c. any member or members present in person or by proxy and representing at least one tenth of the total voting rights of all the members having the right to vote at the meeting;
- d. any member or members in the company conferring a right to vote at the meeting having shares on which an aggregate sum has been paid up equal to at least one-tenth of the total sum paid up on all the shares conferring that right.

(3) A demand for a poll may be withdrawn if—

- a. the poll has not yet been taken, and
- b. the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### Content of Proxy Notices

- (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
  - a. states the name and address of the shareholder appointing the proxy;
  - b. identifies the person appointed to be that shareholder’s proxy and the general meeting in relation to which that person is appointed;
  - c. is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - d. is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
  - a. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - b. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### Delivery of Proxy Notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955



proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## Amendments to Resolutions

• (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

- the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## ADMINISTRATIVE ARRANGEMENTS

### Means of Communication to be Used

- (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the CAMA, 2020 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### Company Seals

- (1) Any common seal may only be used by the authority of the directors.



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
- a. any director of the company;
  - b. the company secretary (if any); or
  - c. any person authorised by the directors for the purpose of signing documents to which the common seal is applied

### **No Right to Inspect Accounts and Other Records**

- Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

### **Provision for Employees On Cessation of Business**

- The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

### **Borrowing Powers**

- The directors may exercise the powers of the company to borrow money for the purpose of its business or objects and may mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and issue debenture, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company.

## **ADMINISTRATIVE ARRANGEMENTS**

### **Indemnity**

- (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
    - a. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
    - b. any liability incurred by that director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- (3) In this article—



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955



- a. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- b. a “relevant director” means any director or former director of the company or an associated company.

## Insurance

- (1) The company may purchase and maintain insurance for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article—
  - a. a “relevant director” means any director or former director of the company or an associated company,
  - b. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
  - c. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	SIGNATURE
{{subscriber::name address occupation date}} & {{signature}}	

## WITNESS

{{witness::name  
address  
signature  
date}}

## INTERPRETATION AND LIMITATION OF LIABILITY

### Defined terms

1. —(1) In these articles. Unless the context requires otherwise -
  - “Act” means the Companies and Allied Matters Act, 2020 (CAMA)
  - “articles” has the meaning given in the Act;
  - “chairman” has the meaning given in article 12;



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

“chairman of the meeting” has the meaning given in article 25;

“Ltd/Gte” means the Company limited by guarantee;

“director” has the meaning given in the Act and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning :

1. documents or information sent or supplied by electronic means for example by email or software by other means while in an electronic form (for example sending disk by post), and references to electronic copy shall have a corresponding meaning and a document or information is sent or supplied by electronic means if it is sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data and entirely transmitted, conveyed and received by wire, by radio, by optical means or by electromagnetic means; references to electronic means shall have a corresponding meaning;

2. a document or information authorized or requested to be sent or supplied in an electronic form must be sent or supplied in a form and by a means the sender or supplier reasonably considers will enable the recipient to read and retain a copy of it; and for this purpose, a document or information can be read only if it can be read with the naked eye, or to the extent that it connotes images (for example photographs, pictures, maps, plans or drawings) it can be seen with the naked eyes;

"manager" in relation to disclosure of remuneration at annual general meeting includes any person by whatever name called occupying a position in senior management and who is vested with significant autonomy, discretion, and authority in the administration and management of the affairs of a company (whether in whole or in part);

“member” has the meaning given in section 868 (1) of the Act;

“ordinary resolution” has the meaning given in section 258 (1) of the Act;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 258 (2) of the Act;

“subsidiary” has the meaning given in section 381 of the Act; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

or otherwise.

(2) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the CAMA, 2020 as in force on the date when these articles become binding on the company.

### **Liability of Members**

- The liability of each member is limited to N100,000.00 being the amount that the member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—
  - a. payment of the company's debts and liabilities contracted before he ceases to be a member,
  - b. payment of the costs, charges and expenses of winding up, and
  - c. adjustment of the rights of the contributories among themselves.

### **DIRECTORS**

### **DIRECTORS**

#### **Directors to take decisions collectively**

- (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.  
(2) if—
  - a. the company only has one director, and
  - b. no provision of the articles requires it to have more than one director,the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

### **Unanimous Decisions**

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.  
(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.  
(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.  
(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **Calling A Directors' Meeting**

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

- a. its proposed date and time;
- b. where it is to take place; and
- c. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director.

### Participation in Directors' Meetings

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
  - a. the meeting has been called and takes place in accordance with the articles, and
  - b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### Quorum for Directors' Meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings the quorum necessary for the transaction of the business of directors are two where there are not more than six directors, but where there are more than six directors, the quorum is one-third of the number of directors, and where the number of directors is not a multiple of three, then the quorum is one third to the nearest number.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
  - a. to appoint further directors, or
  - b. to call a general meeting so as to enable the members to appoint further directors.

### Chairing of Directors' Meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a directors' meeting within five minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

### Casting Vote



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### Conflicts of Interest

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
  - a. the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
  - b. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - c. the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
  - a. a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
  - b. subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
  - c. arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

### Records of Decisions to Be Kept

- The directors must ensure that the company keeps a record, in writing, for at least 10 years from



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

the date of the decision recorded, of every unanimous or majority decision taken by the directors.

### **Directors' Discretion to Make Further Rules**

- Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

### **DIRECTORS**

#### **Methods of appointing directors**

- (1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
  - a. by ordinary resolution, or
  - b. by a decision of the directors in the case of casual vacancy.
- (2) In any case where, as a result of death, the company has no shareholder and no directors, any of the personal representatives of the shareholders entitled to attend and vote at a general meeting shall apply to court for an order to convene a meeting of all the personal representatives to appoint new directors to manage the company, and if they fail to convene a meeting, the creditors, if any, may do so last member to have died have the right, by notice in writing, to appoint a person to be a director.

#### **Termination of Director's Appointment**

- A person ceases to be a director as soon as—
  - a. that person ceases to be a director by virtue of any provision of the CAMA, 2020 or is prohibited from being a director by law;
  - b. a bankruptcy order is made against that person;
  - c. a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - d. a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - e. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - f. notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

#### **Directors' Remuneration**

- (1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine—
  - a. for their services to the company as directors, and



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955

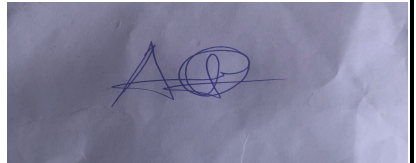
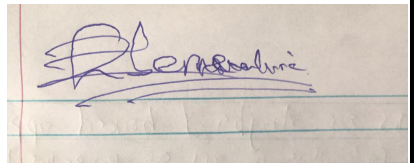


- b. for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may—
- take any form, and
  - include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

### Directors' Expenses

- The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
  - meetings of directors or committees of directors,
  - general meetings, or
  - separate meetings of the holders of any class of shares or of debentures of the company,
 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

Dated this **01** Day of **March** **20** **24**

SN	NAME AND ADDRESS OF SUBSCRIBER	AMOUNT GUARANTEED BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	<b>Name: ASUKE ROBINSON</b> <b>Address: 39, EGBE LAYOUT, EFFURUN, DELTA STATE, NIGERIA</b>	<b>800,000</b>	
2	<b>Name: EMONARHIRE EBENEZER</b> <b>Address: 4, AIRPORT ROAD, EFFURUN, DELTA STATE, NIGERIA</b>	<b>200,000</b>	



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

**2023-2686-32349-76955**

Particulars of witness to the above signatures:

1. Name of  
Witness:

OGHENEVWEGBA MERIT

Address  
of

116 UDU ROAD,OPPOSITE OVIE STREET., UDU, DELTA STATE, NIGERIA

Witness:

Occupation  
of Witness:

BUSSINESS
2. Name of  
Witness:

OGHENEVWEGBA MERIT

Address  
of

116, UDU ROAD, UDU, DELTA STATE, NIGERIA

Witness:

Occupation  
of Witness:

BUSSINESS



Verify Electronic  
Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert.  
No:

2023-2686-32349-  
76955