



CENTRE FOR CONVENTION
ON DEMOCRATIC INTEGRITY



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CONSTITUTION

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CONSTITUTION

CENTRE FOR CONVENTION ON DEMOCRATIC INTEGRITY LTD/GTE (CCDI)

Preamble

Centre for Convention on Democratic Integrity (CCDI) is a nonprofit making organisation registered with Corporate Affairs Commission (CAC). The organisation believes that people's involvement in all levels of government decision making is essential. The organisation is committed to combating corruption; promotion of enduring democracy; sustainable electoral process; monitoring of Nigerian government compliance with international treaties, which are made to promote peace and progress within and among Nations.

Article 1: Objectives

The objectives of the organization are:

- (a) to promote a stronger and effective sustainable development, democratisation process, human rights , peace and security;
- (b) to educate the next generation of leaders in basic sciences and sustainable development;
- (c) to promote tolerance, understanding, solidarity and co-operation among men, women and children throughout the world without discrimination as to race, sex, language, religion or political orientation;
- (d) to campaign for the protection of earth's environment; and
- (e) to protect all rights that are guaranteed or protected by United Nations Charter.

Article 2: Membership

- (a) Person who is above 18 years of age and has accepted the objectives set out in Article 1 of this constitution is eligible for admission as member.
- (b) Any request for admission as a member shall be submitted to the Executive Director/CEO, not less than four weeks before annual general meeting for consideration.
- (c) Members shall be admitted by general meeting on the vote of a simple majority of those present and voting.
- (d) If applications for admission are received more than six months before the annual general meeting, the board may admit the intending member(s) provided it is supported by two-thirds majority of members present and voting and subject to approval at the annual general meeting.
- (e) All applications for admission as members of the Centre shall be accompanied with:
 1. Payment of a year due

Article 3: Termination of Membership

- (a) Any member who desires to renounce his or her membership must notify in writing to the Executive Director/CEO not later than 30th September of the given year. Should such a member fail to observe the formality, its membership will continue for the ensuing year.
- (b) Any Member may, on the recommendation of the Board, be expelled by a two-thirds majority of those present and voting at annual general meeting provided that the Board must have drawn the attention of the members at annual general meeting to any failure on the part of the Member to comply with the requirement of Article 2 of this Constitution.

Article 4: Organs

The organs of the Centre shall be the Annual General Assembly, Board, the Executive Committee and the Secretariat.

Annual General Assembly

Composition:

- (a) All members are entitled to attend the annual general meeting.
- (b) The Chairman shall preside over annual general meetings, in the absence of the Chairman, any member, as appointed by the general meeting shall preside.

Functions:

- (a) The Annual General Meeting shall be the supreme organ of the Centre; responsible for pursuing and achieving its objectives as defined in this Constitution.
- (b) The Annual General Meeting shall decide on the admission of new Members and on the termination of membership in accordance with Articles of this Constitution
- (c) The Annual general meeting shall consider the general report as submitted by the Board .
- (d) The annual general meeting shall approve the report of the Board; the financial status of the Centre as well as the audited accounts; adopt the budget of the Centre; and determine the dues of the Members.
- (e) The annual general meeting shall discuss the questions resulting from the items included in its agenda; receive reports from its committees; and adopt policy resolutions and decision on internal matters, including the Code of Conduct for members.
- (f) The annual general meeting shall elect the Chairman, Directors and Executive Committee

Extraordinary Meeting

- (a) An extraordinary meeting shall be convened by the Board or simple majority of the members
- (b) If a decision to this effect is taken by simple majority of the board or a written request of two-thirds of the members of the Centre, unless the Board decides upon another place, an extraordinary session shall be held at the Headquarters of the Centre, Erinje Ondo State, Nigeria.
- (c) An extraordinary session shall deal only with the item or items for which it is convened.

Notices:

- (a) Notice of an annual general meeting shall be given at least 21 days in advance.
- (b) Notice of an extraordinary shall be given at least 14 days in advance. The notice shall state the purpose for which the session is convened by appropriate authorities.

Quorum:

The quorum of annual general meeting shall consist of two third of the members.

Article 5: Voting Rights

- (a) Only members shall have the right to vote, and each member shall have one vote at the annual general meeting.
- (b) Only members who have fully paid their annual dues three months before the annual general meeting shall be allowed to vote.

Resolutions and Decisions

- (a) The resolutions on matters in the field of international relations and amendments thereto shall require a two-thirds majority of those present and voting.
- (b) The decisions on internal matters shall be taken by a simple majority of the vote of those present and voting, except as otherwise provided by this Constitution.

Article 6: Tenure

- (c) The term of office of the member(s) of the Board shall be for a period of three years and eligible for a re-election.
- (d) Members of the Board may resign by submitting a written instrument of resignation to the Chairman or Executive Director/CEO
- (e) Member(s) of the board may be removed from office by the annual general meeting. Such action shall be proposed in writing by at least five members and shall require a vote of two-thirds of those present and voting. The vote shall be taken by secret ballot and the secrecy of the ballot shall not be waived.

Article 7: Functions

The Board

The Board shall be responsible to the annual general meeting for promoting the objectives and purposes of the Centre, and in particular for:

- (a) implementing the resolutions and decisions of the annual general meeting; giving guidance and advice to the Executive Director/CEO on any matters related to the activities of the Centre;
- (b) considering applications for membership in accordance with Article 2 of this Constitution;
- (c) recommending termination of membership of any Member that fails to comply with the requirements of Article 3 of this Constitution;
- (d) preparing the agenda for the annual general meeting;
- (e) giving guidance on matters related to the finances of the Centre; assisting in fundraising activities; controlling the administration; opening and operation of bank accounts and the designation of signatories of cheques and contracts; and appointment of members of the Finance Committee;
- (f) adopting regulations related to the functioning of the Centre; and
- (g) performing other functions devolved upon it by this Constitution.

The Executive Director

- (h) The Executive Director shall be the Chief Executive Officer of the Centre. S/he shall, under the guidance of the Board, organize the work of the Secretariat and conduct day to day activities of the Centre in accordance with his/her mandate as defined by the Constitution as well as in the resolutions and decisions of the annual general meeting.
- (i) The Executive Director/CEO may resign by submitting a written instrument of resignation to the Chairman. His/her resignation can only become

effective provided it is either accepted by the annual general meeting bears an effective date at least three months after the date of submission.

Article 8: Honorary Presidents/Fellows

- (a) The annual general meeting may, upon the recommendation of the Board, confer the title of Honorary President or fellow on person whose international standing and whose devotion to the cause of peace in the view of the Centre merit this distinction.
- (b) Honorary Presidents or fellow shall have the right to attend the annual general meeting and Board meeting, they shall have a voice but not a vote in these organs.

Article 9: Finance Committee

- (a) There shall be a Finance Committee established as a subsidiary body of the Executive Committee, consisting of Executive Director/CEO and four other members who are not Board members

The financial year of the Centre shall begin on 1st January and expires on 31st December.

Article 10: Dues

- (a) The expenses of the Centre shall be covered by the dues of all members, together with such voluntary contributions and funds from other sources as may be available. In no circumstances shall any member be liable to pay any sum in excess of its own dues.
- (b) Each Member shall pay its dues to the Centre annually. The dues of the current year are considered as payable on or before 1st May of each year.
- (c) The dues of the Members shall be determined by the general annual meeting.

Dues in Arrears

The Executive Director/CEO shall keep the Finance Committee and the Board informed of the Members which are in arrears in the payment of their dues. The Board shall instruct the Finance Committee on the steps to be taken to recover these arrears. The Board shall report such action to the annual meeting.

Article 11: Budget

- (a) The budget of the Centre shall be prepared by the Finance Committee in consultation with the Executive Director/CEO and shall be submitted to the Board for transmission, with or without comments, but with an appropriate recommendation to the annual general meeting for final adoption.
- (b) Taking into consideration the financial situation at any particular time, the Board may adjust the budget expenditure of the Centre. The Board shall report such adjustments to the annual general meeting.

Article 12: Accounts

The Executive Director/CEO shall, for each financial year, prepare a statement of expenditure and income together with a general balance sheet of the assets and liabilities of the Centre. This statement shall first be examined and checked by a qualified auditor appointed by the Board and thereafter it shall be submitted to the Finance Committee and the Board for onward communication to the annual general meeting.

Article 13: Disposition of Assets upon Dissolution

In the event of the dissolution of the Centre, the Board shall, after paying or making provision for the payment of all liabilities of the Centre, dispose of all assets of the Centre either to such Nigeria organization or organizations organized and operated exclusively for charitable, educational or scientific purposes.

Article 14: Miscellaneous Provisions

Legal Status

Centre for Convention on Democratic Integrity Ltd/Gte is registered by Corporate Affairs Commission (CAC) in Nigeria as nonprofit making organization.

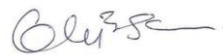
Amendment of the Constitution

This constitution shall be amended, subject to two third approval of members who have right to vote at annual general meeting.

Made at Erinje, Ondo State-Nigeria this 2nd day of October 2009 .



Chairman



Executive Director/CEO