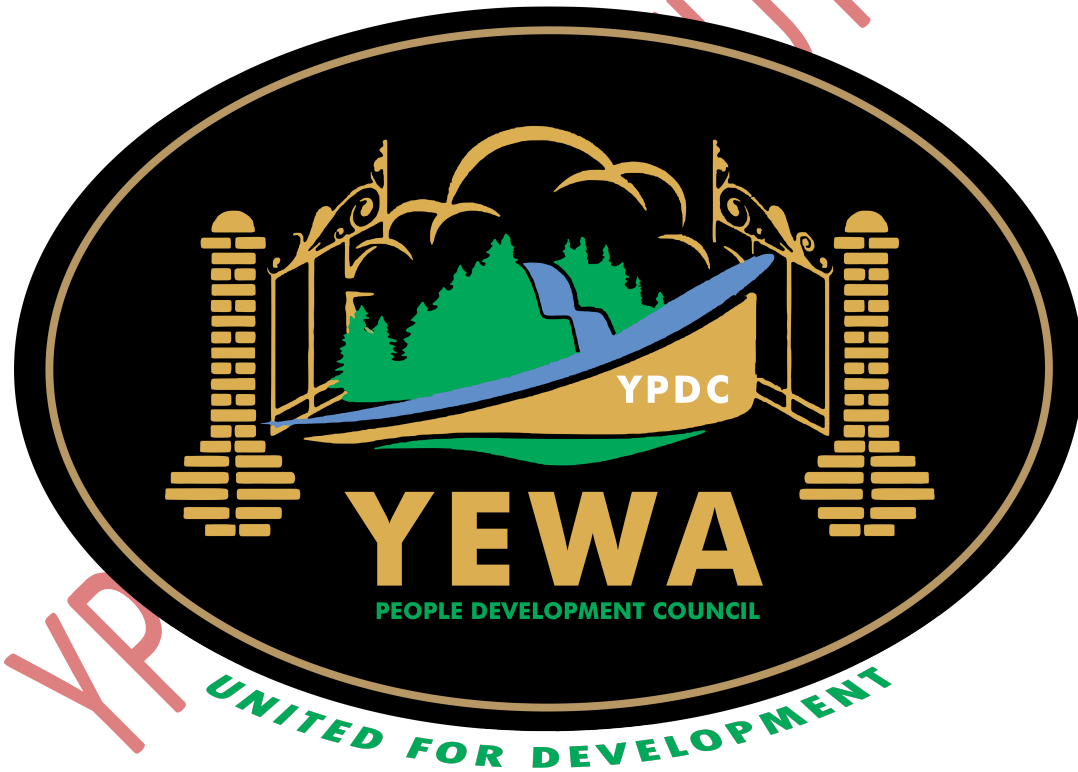


THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 2020

THE CONSTITUTION
OF
YEWA PEOPLE DEVELOPMENT COUNCIL



YEWA PEOPLE DEVELOPMENT COUNCIL
CONSTITUTION

Contents

DEFINITIONS AND INTERPRETATIONS.....

- 1. Definitions.....
- 2. Name
- 3. Objectives
- 4. Interpretations

ARTICLE 1: SUPREMACY OF THE CONSTITUTION

5.

ARTICLE 2: NAME, MOTTO, VISION STATEMENT AND OBJECTIVES

6.

ARTICLE 3: MEMBERSHIP

Membership.....

- 7. Membership generally
- 8. Nomination for membership
- 9. Cessation of membership
- 10. An organisation ceases to be an associate member of YPDC if the organisation:
- 11. Membership entitlements not transferable
- 12. Resignation of membership
- 13. Register of members
- 14. Fees and subscriptions
- 15. Members' liabilities
- 16. Resolution of disputes
- 17. Disciplining of members
- 18. Right of appeal of disciplined member

ARTICLE 4: STRUCTURE OF THE COUNCIL

- 19. The Executive Committee (TEC)
- 20. Powers of TEC.....
- 21. Composition and membership of TEC.....
- 22. Election of TEC.....

- 23. Secretary
- 24. Treasurer
- 25. Casual vacancies
- 26. Removal of committee members
- 27. Committee meetings and quorum
- 28. Delegation by committee to sub-committee
- 29. Voting and decisions

ARTICLE 5: MEETINGS AND MISCELLANEOUS

30. MEETINGS

- 31. General meetings
- 32. General meetings - holding of.....
- 33. General meetings - calling of and business at.....
- 34. Special general meetings - calling of
- 35. Notice
- 36. Quorum for general meetings
- 37. Presiding member
- 38. Adjournment
- 39. Making of decisions
- 40. Special resolutions
- 41. Voting.....
- 42. Proxy votes not permitted.....
- 43. Postal ballots.....

44. MISCELLANEOUS

- 45. Insurance
- 46. Funds – source
- 47. Funds – management
- 48. Change of name, objects and constitution.....
- 49. Custody of books etc
- 50. Inspection of books etc
- 51. Service of notices
- 52. Financial year

ARTICLE 6: FINANCE:

- 53. Audit/Auditors**
- 54. Banker**
- 55. Fund**

ARTICLE 7: SPECIAL CLAUSE:

- 56. THE INCOME AND PROPERTY**

ARTICLE 8: AMENDMENT:

ARTICLE 9: SPECIFIC INTERPRETATION:

YPDC CONSTITUTION

DEFINITIONS AND INTERPRETATIONS

1. DEFINITIONS

In this constitution:

BOT means the Board of Trustees of the YEWA PEOPLE DEVELOPMENT COUNCIL

CONSTITUTION means the Constitution of the YEWA PEOPLE DEVELOPMENT COUNCIL

GENERAL MEETING means a general meeting of the Council that may be called from time to time.

HRM means His Royal Majesty. For this constitution, it denotes the holder of the Traditional title “The Paramount Ruler of Yewaland” Or “The Olu of Yewaland”.

PARAMOUNTCY means the seat of the Paramount Traditional Ruler of Yewaland under whose Chairmanship is the YEWA TRADITIONAL COUNCIL

TEC means THE EXECUTIVE COMMITTEE of the YEWA PEOPLE DEVELOPMENT COUNCIL

TGC means THE GOVERNING COUNCIL of the YEWA PEOPLE DEVELOPMENT COUNCIL

THE COUNCIL means the **BOARD of TRUSTEES (BOT), THE GOVERNING COUNCIL (TGC) and THE EXECUTIVE COMMITTEE (TEC) of the YEWA PEOPLE DEVELOPMENT COUNCIL**

THE TRUSTEES means the Trustees of the YEWA PEOPLE DEVELOPMENT COUNCIL (and trustee has a corresponding meaning)

YPDC CHAIRMAN OR CHAIRPERSON means the person nominated by the YTC to hold the office under this constitution as chairman of the Council without allegiance to the association that nominated him or her.

YPDC LOCAL GOVERNMENT CENTRE (YPDCLGC) means a local government level of YEWA PEOPLE DEVELOPMENT COUNCIL managed organisation which provides a community focal point and a range of community development and social inclusion opportunities and activities and community-focused services.

YPDC means the YEWA PEOPLE DEVELOPMENT COUNCIL

YPDC SECRETARY OR SECRETARY OR GENERAL SECRETARY means the person elected by the YPDC to hold office under this constitution as secretary of the Council without recourse allegiance to the association that nominated him or her as member of the council.

YEWA ASSOCIATION/CLUBS/ COMMUNITY ORGANISATION MEANS A YEWA NAMED **COMMUNITY BASED ORGANISATION** where membership is open and accessible to all members of Yewaland (and generally reflects the demographics of its community) with the same focus and agenda which accounts for its actions to Yewaland in general, NOT SECTIONAL and not town or individual community based.

YEWA COMMUNITY means geographical location of YEWALAND people within and outside the nation Nigeria.

YEWA PEOPLE DEVELOPMENT COUNCIL (YPDC) means a not for profit community based organisation whose primary objects relate to the service (*alt* development and

wellbeing) of Yewa community. It is an organization where the governing body (board or management committee) is appointed rather than elected and is the main point of authority within the organisation, but does not include a local, state or federal government body or a religious or charitable organisation operating in more than one local community.

YEWA INDIVIDUAL means a Yewa son or daughter, irrespective of where he or she is located within and outside the nation Nigeria.

YEWA means YEWALAND which is an area of common location bonded together by the River Yewa and its tributaries from the source to the Atlantic Ocean in Nigeria.

YEWA TRADITIONAL COUNCIL (YTC) means the council of the traditional Obas within the community of location of the Yewaland people.

YEWALAND PEOPLE means a group of interacting people living in a common location bonded together by the River Yewa (community of location) and sharing common ethnicity, values and/or experiences (community of culture or community of identity) irrespective of Geographical, Regional, Local residency.

2. INTERPRETATIONS

In this constitution, unless it is otherwise expressly provided or implied:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) a rule applying to a member shall also apply to an adopted member or a co-opted individual member unless otherwise stated.
- (d) **Seal** means the common seal of the YEWA PEOPLE DEVELOPMENT COUNCIL
- (e) **The Act** means the **COMPANIES AND ALLIED MATTERS Decree No 1 of 1990**
- (f) **The Regulation** means the **COMPANIES AND ALLIED MATTERS ACT 1990**
- (g) **Registrar-General** means the REGISTRAR OF COMPANIES in Corporate Affairs Corporation of the Federal Republic of Nigeria

ARTICLE 1**SUPREMACY OF THE CONSTITUTION**

- 1.1 This Constitution is supreme and shall have binding effect on all members of the YPDC.
- 1.2 The YPDC shall not be administered or managed, nor shall any person or group of persons take control of the YPDC or any organ thereof, except in accordance with the provisions of this constitution.
- 1.3 Any action or decision purported to have been taken or made pursuant to this constitution which is inconsistent with the provisions of this constitution shall to the extent of the inconsistency be null and void.
- 1.4 The provisions of the *COMPANIES AND ALLIED MATTERS ACT 2020* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

YPDC CONSTITUTION

ARTICLE 2

NAME, MOTTO, VISION STATEMENT AND OBJECTIVES

2.1 NAME AND CORPORATE IMAGE

- 2.1.1. The name of the organization shall be YEWA PEOPLE DEVELOPMENT COUNCIL Incorporated, hereafter referred to as 'YPDC'.
- 2.1.2. The Headquarters of YPDC shall be sited at Ilaro, Ogun State, Nigeria
- 2.1.3. The Logo, Bannerette, Sticker and other Insignia of YPDC shall be displayed in dignified manner at whatever location and at all times

2.2 VISION

To develop, promote and sell an agenda of Yewa first which shall be enshrined in the mind of Yewa people for National and International recognition.

2.3. MOTTO:

UNITED FOR DEVELOPMENT.

2.4. MISSION AND OBJECTIVES OF THE COUNCIL

YPDC is a non-profit organization whose purpose in general is to prevent social exclusion and promote social inclusion and community strengthening through supporting, developing and promoting UNITY within and among YEWA communities and YEWA based community managed organisations which focus on community development, social inclusion and community-focussed services as well as promote effective development of Yewaland.

Specifically, YPDC is:

- 2.4.1 To carry out activities that will enhance and enforce Unity among the people of Yewaland, viz:
 - 2.4.1.1 To tackle the problem of sectional interest.
 - 2.4.1.2 To revive, organize and execute Yewa festival as a project to promote our culture.
 - 2.4.1.3 To organize regular Yewa Civic reception and Award ceremony for outstanding Yewa sons and daughters.
 - 2.4.1.4 To incorporate the Yewa people all over the world irrespective of their location, into one body of people with common goal and aspirations.
 - 2.4.1.5 To promote unity amongst the Obas and the Traditional rulers of Yewaland.
 - 2.4.1.6 To promote unity with love and good understanding among Yewa people in any way possible.

- 2.4.2 To promote effective development in all strata of Yewaland through but not limited:
 - 2.4.2.1 To organize Yewa summits.
 - 2.4.2.2 To produce blueprints on short, medium and long timelines for effective planning and development of Yewaland.
 - 2.4.2.3 To ensure the effectiveness of the Yewa Chambers of Commerce, Industry, Mines and Agriculture (YECCIMA).
 - 2.4.2.4 To be the contact point for any industrialization program and projects to be carried out or sited in any part of Yewaland for proper documentation and implementation.
- 2.4.3 To be the major liaison between Yewa people and governments at all levels, via:
 - 2.4.3.1 To prioritize the needs and challenges of Yewa people and present it to the government for the development of Yewaland.
 - 2.4.3.2 To bring forth initiative programs that will promote the people of Yewaland.
 - 2.4.3.3 To rise as a voice and fight marginalization of Yewa.
 - 2.4.3.4 To be a silent pressure group, the brain box and the engine room of Yewa people.
- 2.4.4 To embark on other programs in line with the aims and objectives which will help in fulfilling the vision.

ARTICLE 3 MEMBERSHIP

3. Membership generally

Membership of YPDC shall only be acquired in the manner and form here-in stated by the constitution.

Membership is opened to:

- (1) YEWA Association/Club/Organisation Membership in and outside of the nation Nigeria provided the organisation has been nominated and approved for membership in accordance with clause 3.1.
- (2) YEWA Communities in and outside of the nation Nigeria as recognized by the YEWA Paramountcy.
- (3) YEWA Individuals in and outside of the nation Nigeria, provided the person has been nominated and approved for membership in accordance with clause 3.3.

3.1. YEWA Association/Club Membership.

An Association/Club/Union/Forum known as an organisation is eligible to be a member of YPDC if:

- (a) the organisation functions as YEWA-centred but is neither a community managed organisation nor a religious body
- (b) the organisation is a community-managed organisation with a focus on community development, social inclusion and community focused services or
- (c) the organisation is a Yewa regional body, or
- (d) the organisation is a YEWA-based and managed organisation with a primary focus on specific service delivery.
- (e) the organisation has been nominated and approved for membership in accordance with clause 3.4.

3.2. YEWA Communities Representation

Yewa Communities, not located within the current geographical delineation of Yewaland in Nigeria or delineated into another country by virtue of history or other circumstances, is entitled to representation on the Council, e. g. Benninoise, Oke-Ogun, West Indies, etc.

3.3. YEWA Individual Membership

A person is eligible to become an individual member of YPDC if:

- (a) the person is a natural person,
- (b) the person is currently associated with an organisation which is a member of the YPDC, or
- (c) the person is currently a community member of a YEWA Community recognized by the Paramountcy, or
- (d) the person as a recognized YEWA person, on his or her merit is co-opted by Council

and

- (e) the person has been nominated and approved for membership in accordance with clause 3.4

3.4. Nomination for membership

- (1) A nomination of an organisation for membership or a nomination of a person for individual membership of the YPDC:

- (a) must be made by a member of YPDC in writing and complete a membership application form, and
- (b) must be lodged with the secretary of YPDC.

- (2) A YEWA Association/Club/Organisation applying for membership:

- (a) shall have been in existence and operating as a YEWA focused organization for nothing less than four (4) years.
- (b) shall nominate two (2) natural persons as the organisation's delegate to represent the applicant organisation, one of whom must be the President or Chairman of the Association or Club. The application form of the organisation shall state the name and address of the person nominated as the delegate.
- (c) may appoint an alternate delegate at any time by advising the YPDC of his or her name in writing, with the notification signed by two (2) members of the governing body of that organisation and stating the reason for the change.
- (d) shall notify in writing to the Secretary any change on that member's address within a period of one (1) month next following such change and all notices given at the address last notified shall be considered duly received.

- (3) A YEWA Person applying for Individual membership:

- (a) shall notify in writing to the Secretary any change on that member's address within a period of one (1) month next following such change and all notices given at the address last notified shall be considered duly received.
- (b) Such nominations can emanate from YPDC members but must be endorsed by YTC/Paramountcy. An individual member must be nominated to represent other Yewa interests or communities not covered by Yewa organisations as indicated in Clauses 3.2 and 3.3.

- (4) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (5) As soon as practicable after the committee makes that determination, the Secretary must:
 - (a) Notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable),

and

- (b) If the committee approved the nomination, request the nominee to make representation (within the period of 28 days after receipt by the nominee of the notification).
- (6) The Secretary must, on the representation by the nominee referred to in subclause (5) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of YPDC.

3.5. Tenure of Membership

- (1) Except otherwise provided in this constitution, the membership tenure is, in the first instance a four (4) year's term and can be renewed for another four years on the expiration of the first term, subject to clause 3.4.
- (2) Where there is a change in the representation of an Association/ Club/Society/organization that will necessitate a change in the representation in line with clause 3.4(2)(b), the incoming representation would sit in the council as member along with the outgoing/incumbent member till his or her membership expires in accordance with clause 3.5(1) above.

3.6. Cessation of membership

- (1) An organisation ceases to be a member of YPDC if the organisation:
 - (a) ceases to exist, or
 - (b) ceases to be a YEWA-focused organisation, or
 - (c) resigns membership, or
 - (d) is expelled from the Council, or
- (2) A YEWA person ceases to be an individual member of YPDC if the person:
 - (a) dies, or
 - (b) membership tenure expires
 - (c) resigns membership, or
 - (d) is expelled from the Council, or

3.7. Membership entitlements not transferable

A right, privilege or obligation which an organisation or person has by reason of being a member of YPDC:

- (a) Is not capable of being transferred or transmitted to another organisation or person, and
- (b) Terminates on cessation of the organisation or person's membership.

3.8. Resignation of membership

- (1) A member of the YPDC may resign from membership of the Council by first giving to the Secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the YPDC ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

3.9. Register of members

- (1) The Secretary of the YPDC or his/her designated officer must establish and maintain a register of members of the Council specifying the name and postal or residential address of each organisation or person who is a member of the Council together with the date on which the organisation or person became a member.
- (2) The register of members must be kept in THE YEWA HEADQUARTERS, ILARO at the main premises of YPDC.
- (3) The register of members must be open for inspection, free of charge, by any member of the Council at any reasonable hour.
- (4) No copy of YPDC membership register nor any part thereof may be obtained or copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Council or other material relating to YPDC, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

3.10. Fees and subscriptions

A member of YPDC, on admission to membership, is not obligated to pay any fee or subscription to the Council except any levy placed upon the individual associations (from where he or she is nominated) making up the council or voluntary donation by willing members of the council.

3.11. Members' liabilities

The liability of a member of the YPDC to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount promised by such a member or the association being represented, if any, unpaid by the member in respect of promises or levy to the Council.

3.12. Resolution of disputes

- (1) The committee of the YPDC is responsible for handling of internal disputes between members (in their capacity as members) and members and the Council in accordance with the ***COMPANIES AND ALLIED MATTERS ACT 1990***.
- (2) The committee shall seek to resolve a dispute between a member and another member (in their capacity as members) of the YPDC, or a dispute between a member or members and the Council, in the first instance directly with the parties involved.
- (3) If a dispute between a member and another member (in their capacity as members) of the YPDC, or a dispute between a member or members and the Council, cannot be resolved directly with the parties involved it shall be referred to the general meeting of the Council.
- (4) If a dispute between a member and another member (in their capacity as members) of the YPDC, or a dispute between a member or members and the Council, cannot be resolved directly with the parties involved at the general meeting, it shall be referred to the YEWA TRADITIONAL COUNCIL (YTC) through the YEWA Paramountcy.
- (5) If a dispute is not resolved by mediation within 3 months of the referral to YEWA TRADITIONAL COUNCIL (YTC) through the YEWA Paramountcy, the dispute is to be referred to arbitration.

3.13. Disciplining of members

- (1) A complaint may be made to the council by any person that a member of YPDC:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of YPDC.
- (2) The council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the council decides to deal with the complaint, the council:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The council may, by resolution, expel the member from the YPDC or suspend the member from membership of the YPDC if, after considering the complaint and any

submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the council expels or suspends a member, the secretary must within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the council for having taken that action and of the member's right of appeal under clause 3.14.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the YPDC confirms the resolution under clause 3.13.(4), whichever is the later.

3.14. *Right of appeal of disciplined member*

- (1) A member may appeal to the Governing Council (TGC) of YPDC in general meeting against a resolution of the committee under clause 3.12 (2) within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the committee which is to convene a general meeting of the Council to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of TGC of YPDC convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of TGC.
- (6) Any organisation whose representation is ejected through disciplinary action, would have the right of replacement.

ARTICLE 4

STRUCTURE OF THE COUNCIL

The Council shall consist of a **BOARD of TRUSTEES, THE GOVERNING COUNCIL, THE EXECUTIVE COMMITTEE**, and the **MEMBERS**

4.1 SECRETARIAT

- 4.1.1 There shall be an office herein called “The Secretariat” set aside for administration of the activities of the YPDC.
- 4.1.2 The Council may after due consideration approve the establishment of a branch of the Secretariat for operational purposes, upon such terms as she may deem fit.
- 4.1.3 The Council shall also adopt any other method(s) that is lawful and reasonably necessary or appropriate to achieve the objectives herein stated.

4.2 BOARD OF TRUSTEES (BOT):

- 4.2.1 There shall be not more than ELEVEN (11) Trustees and such Trustees shall constitute the Board of Trustees of the Council (hereinafter referred to as 'BOT').
- 4.2.2 The Trustees shall be composed of:
 - i. HRM, the Yewa Paramount Ruler of the YEWA Paramountcy, who will be the President of the Board of Trustees.
 - ii. Five (5) members of the YTC selected/appointed/elected from amongst themselves.
 - iii. The Pioneer Chairman YEWA PEOPLE DEVELOPMENT COUNCIL .
 - iv. The Pioneer Secretary of the YEWA PEOPLE DEVELOPMENT COUNCIL who would also act as the Secretary to the BOT.
 - v. Three eminent personalities of YEWA origin (at least one of whom shall be a female) nominated by the YPDC and be endorsed by YTC.
- 4.2.3 Such Trustees (hereinafter referred to as 'The Trustees') shall be known as “THE TRUSTEES OF YEWA PEOPLE DEVELOPMENT COUNCIL
- 4.3.2 The quorum for the meeting of members of the Board of Trustees (BOT) shall be in one-third (1/3) of membership. All other conditions to the quorum apart from the number, shall be in accordance with Clause 5.6 below.
- 4.2.4 A Trustee may hold office for life but a Trustee shall cease to hold office if he or she:
 - (a) resigns his or her office;
 - (b) ceases to be a member of the Yewa Traditional Council
 - (c) ceases to be a member of the Incorporated Trustees of the YEWA PEOPLE DEVELOPMENT COUNCIL
 - (d) is a person of unsound mind, having been so found by a court;

- (e) is officially declared bankrupt;
- (f) has been convicted of an offence involving fraud or dishonesty within five years of his proposed appointment;
- (g) is recommended for removal from office by a two-third majority vote of all members of The Governing Council (TGC) at a general meeting specially convened for that purpose;
- (h) dies

Upon a vacancy occurring in the number of Trustees and if the BOT shall so desire, a meeting shall be held to appoint another eligible member from the sector of the vacancy to fill the vacancy in accordance with clause 4.2.2.

- 4.2.5 The Trustees shall have a common seal which shall be in the custody of the SECRETARY who shall produce it when required for use by the Trustees.
- 4.2.6 All documents to be executed by the Trustees shall be signed by the President and any other designate and shall be sealed with the common seal.
- 4.2.7 The first Trustees shall apply to the Registrar General, Corporate Affairs Commission for a Certificate of Incorporation under Part C of the Companies and Allied Matters Act, 1990.
- 4.2.8 If such certificate is granted the Trustees shall have power to accept and hold in trust all Land and Properties belonging to the Council subject to such conditions as the Registrar General, Corporate Affairs Commission may impose.
- 4.2.9 The General Meeting of the Trustees shall annually appoint one or more auditors who shall audit the account of the Council.

4.3 THE GOVERNING COUNCIL (TGC)

- 4.3.1 The Council shall have a legislative and administrative body to be known as "The Governing Council". It shall be the highest organ of the Council.
- 4.3.2 The Governing Council (TGC) shall be constituted by the Board of Trustees. The membership of TGC shall be:
 - 4.3.2.1 Membership as provided in Article 3 with its clauses.
 - 4.3.2.2 The Secretary as elected by YPDC at the general meeting and ratified by BOT.
 - 4.3.2.3 The Administrator of the Secretariat of YPDC (if any) and any other person or persons actively involved in operations and administration of the Council as may be deemed fit by the TGC.
 - 4.3.2.4 The Chairman as appointed by BOT.
- 4.3.3 The Chairman as appointed by BOT, shall presides over the Governing Council.
- 4.3.4 TGC shall, unless otherwise provided in this Constitution, make its decision by a simple majority of votes cast. In the case of an equality of votes, the Chairman shall have a casting vote.

4.3.5 *TGCs' meetings and quorum*

4.3.6.1 A meeting of TGC shall be convened by a notice issued and duly signed by the Secretary giving not less than seven days' notice before the date of the said meeting.

4.3.6.2 The notice can be oral or in writing (electronically or otherwise).

4.3.6.3 A meeting may however be called giving shorter notice if the majority of members of TGC gives its consent in writing (electronically or otherwise) to the holding of the meeting.

4.3.6.4 TGC must meet at LEAST 4 times in each period of 12 months at such place, time and mode as the committee may determine.

4.3.6.5 Additional meetings of TGC may be convened by the Chairman or by any member of the TGC.

4.3.6.6 If the Chairman and the Vice-Chairman are absent or unwilling to act at the meeting, such one of the remaining members of the TGC as may be chosen by the members present at the meeting is to preside.

4.3.6 A quorum for the meeting of the TGC shall be in one-third (1/3) of membership. All other conditions to the quorum apart from the number, shall be in accordance with Clause 5.6 below.

4.3.7 The Secretary in consultation with the Chairman shall prepare the agenda of the meeting of TGC.

4.3.8 TGC may set up a committee of its members in such areas of the Council's activities, as it deems necessary.

4.3.9 TGC may make bye-laws in line with the provisions of this Constitution for the proper conduct of its affairs;

4.3.10 The Chairman of TGC shall have the following powers and duties;

4.3.10.1 He shall be the principal officer of the Council and shall take an active part in representing the Council to the general public.

4.3.10.2 He shall preside over the meetings of the Council, the General and other meetings of the Council.

4.3.10.3 Instruct the Secretary of the Council to summon, call and initiate any meeting of the Council or any part thereof.

4.3.10.4 Do all such things as may be requisite, convenient and necessary for the purposes of effectively running the Council and attaining its objectives.

4.4 **THE EXECUTIVE COMMITTEE (TEC)**

There shall be in place an Executive Committee which shall be constituted as the Management committee of the YPDC.

4.4.1 The Powers of The Executive Committee (TEC)

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Council in general meeting, the TEC:

- (a) is to control and manage the affairs of YPDC, and

- (b) may exercise all such functions as may be exercised by YPDC, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Council, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Council.

4.4.2 Composition and membership of The Executive Committee

- (1) The committee is to consist of:
 - (a) the Chairman of TGC who must be a YEWA indigene with proven record of integrity to be appointed by the BOT of the council.
 - (b) the Vice-Chairman to be elected by TGC from amongst the members.
 - (c) the Secretary as elected by TGC from amongst the members and ratified by the BOT.
 - (d) the Assistant Secretary as elected by TGC from amongst the members
 - (e) the Treasurer as elected by TGC from amongst the members.
 - (f) Four (4) ex-officio members
 - (g) Other Offices as may be deemed necessary for the operation of the Council and created from time to time.
- (2) A committee member, (except the holders of the offices of the Chairman and the Secretary of YPDC as appointed or ratified by the BOT) may hold up to 2 offices within the YPDC.
- (3) Each member of the committee is, subject to this constitution, to hold office of the same position for a four consecutive year's term.
- (4) All committee members can serve on the committee in any capacity for a maximum of eight consecutive years.

4.4.3. Election of committee members

- (1) Nominations of candidates for elected position of TEC or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of TGC and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Council at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected (provided such positions do not have more than one nomination) and further nominations are to be received at the annual general meeting (if need be).

- (3) If no nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of the office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as TGC may direct.
- (7) A person nominated as a candidate for election as an office-bearer must be a member of YPDC.
- (8) A person nominated as an ordinary committee member must be a member of YPDC or an individual member of YPDC.
- (9) No more than a total of 3 persons who are members in Council or individual members may be elected as ordinary members of the committee.
- (10) No member of the TEC or any Committee shall be appointed to any salaried office of YPDC or any office of YPDC paid by fees and no remuneration or other benefits in money or monies worth shall be given by YPDC to any member of the BOT, TGC and TEC except repayment for out of pocket expenses

4.4.4 SECRETARY

There shall be a Secretary of YPDC who will head and run the administrative office of the YPDC.

The Secretary shall be democratically elected from amongst The Governing Council (TGC).

The election of the Secretary shall be ratified by the BOT.

Upon ratification:

- (1) The Secretary of YPDC must, as soon as practicable after being appointed and ratified as secretary, lodge notice with YPDC of his or her address.
- (2) It is the duty of the Secretary, as the Head of the Administrative Office, to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed on adoption by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting and the Secretary.
- (4) **Independence of the Secretary.**

- (a) The Secretary having been appointed must relinquish his or her representation of the nomination YEWA Society/Club/Organization/Community to ensure his independency and impartiality in the discharge of his or her duty.
- (b) The nominating YEWA Society/Club/Organization/Community must make a new nomination in accordance with clause 3.4.(2)(b)

4.4.5 TREASURER

There shall be a Treasurer of YPDC elected from amongst the TGC to account for the funds of YPDC.

It is the duty of the Treasurer of YPDC to ensure:

- (a) that all money due to YPDC is collected and received and that all payments authorised by YPDC are made, and
- (b) that correct books and accounts are kept showing the financial affairs of YPDC, including full details of all receipts and expenditure connected with the activities of YPDC.

4.4.6 CASUAL VACANCIES

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of YPDC to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the committee member:
 - (a) dies, or
 - (b) ceases to be a member of YPDC, or
 - (c) becomes an insolvent under administration within the meaning of the **COMPANIES AND ALLIED MATTERS ACT 1990** of the Federal Republic of Nigeria, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 3.13, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under the “Disqualification from managing Corporations” of the **COMPANIES AND ALLIED MATTERS ACT 1990** of the Federal Republic of Nigeria.

4.4.7 Removal of TEC members

- (1) YPDC in general meeting may by resolution remove any member of TEC from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of TEC to whom a proposed resolution referred to in subclause (1) makes representations in writing to the Secretary or Chairman (not less than two weeks before a general meeting of TGC) and requests that the representations be notified to the members of the Council, the Secretary or the Chairman may send a copy of the representations to each member of YPDC or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

4.4.8 TEC meetings and quorum

- (1) TEC must meet at LEAST 6 times in each period of 12 months at such place, time and mode as the committee may determine.
- (2) Additional meetings of TEC may be convened by the Chairman or by any member of the TEC.
- (3) Oral or written (electronically or otherwise) notice of a meeting of TEC must be given by the Secretary to each member of the committee at least 72 hours (or such other period as may be unanimously agreed on by the members of TEC) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the TEC members present at the meeting unanimously agree to treat as urgent business.
- (5) Quorum for the meeting and conditions must be in accordance with Clause 5.6 below.
- (6) At a meeting of TEC:
 - (a) the Chairman or, in the Chairman's absence, the Vice-Chairman is to preside, or
 - (b) if the Chairman and the Vice-Chairman are absent or unwilling to act, such one of the remaining members of the TEC as may be chosen by the members present at the meeting is to preside.

4.4.9 The Chairman can cease to perform his functions;

4.4.9.1 If he is so directed and upon the approval of the Board of Trustees.

4.4.9.2 Upon his letter of resignation, tendered and accepted by the Board of Trustees of the Council.

4.4.10 Where the Office of the Chairman is vacated or becomes vacant for any reason, the Board of Trustees shall select a successor from the serving members of TGC. The decision of the Board of Trustees on this issue shall not be a subject of further debates or litigation.

4.4.11 Delegation by committee to sub-committee

- (1) The TGC may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Council as the committee thinks fit) the exercise of such functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the YPDC by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, TEC may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by TGC.
- (6) TGC may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

4.4.12 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the YPDC are to be determined by a majority of the votes of members of the constituted committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of any committee or of any sub-committee appointed by the YPDC (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 4.4.11(5), any of the constituted committees / Sub-Committees may act despite any vacancy on the committee / Sub-Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the YPDC, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the constituted committee or sub-committee.

ARTICLE 5

MEETINGS AND MISCELLANEOUS

PART 1 - MEETINGS

5.1 GENERAL MEETINGS

There shall be an Annual General meeting of YPDC consisting of

- a. The BOT
- b. The TGC
- c. The TEC

- 5.1.1 The meeting of the YPDC will be for deliberations and decision takings.
- 5.1.2 A meeting other than one called for deliberations and decision takings shall be called an Annual General Meeting and activities to be discussed at such General Meetings shall include:
 - i. To appoint Committees to carry out specific assignments;
 - ii. To appoint or remove Auditors;
 - iii. To receive reports on the activities of the YPDC;
 - iv. To receive and consider Auditor's Report.
- 5.1.3 The Annual General Meeting of the YPDC will be held annually, except where there is need for an emergency General Meeting.

5.2 Annual general meetings - holding of

- (1) YPDC must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) An annual general meeting shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least seven (7) clear days' notice but a general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote.
- (3) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such.
- (4) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (5) YPDC must hold its annual general meetings:
 - (a) within 6 months after the close of the Council's financial year, or
 - (b) within such later time as may be allowed by the Registrar-General or prescribed by the Regulation.

5.3 Annual general meetings - calling of and business at

- (1) The annual general meeting of YPDC is, subject to the Act, to be convened on such date and at such place and time and mode as the committee thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from TEC reports on the activities of the Council during the last preceding financial year,
 - (c) to elect office-bearers of the Council and ordinary TEC members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

5.4. Special general meetings - calling of

- (1) TGC may, whenever it thinks fit, convene a special general meeting of YPDC.
- (2) TGC must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of YPDC.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 (one) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

5.5 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of YPDC, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of YPDC, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in

addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, where there is business which may be transacted under clause 5.3(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

5.6. Quorum for All meetings and Committee Meetings.

- (1) No item of business is to be transacted at any meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Quorum for the meetings of BOT, TGC and Annual General Meetings shall be One-Third (1/3) of the membership
- (3) Quorum for Committees' meeting shall be Fifty percent (50%) of members (being members entitled under this constitution to vote at any meeting) constitute a quorum for the transaction of the business of any meeting).
- (4) If within half an hour after the appointed time for the commencement of a meeting a quorum is not formed, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting a quorum is not formed within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

5.7. Presiding member

- (1) The relevant appointed Chairman or, in the Chairman's absence, the Vice-Chairman, is to preside as chairperson at each meeting.
- (2) If the Chairman and the Vice-Chairman are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

5.8. Adjournment

- (1) The Chairperson of a meeting at which a quorum is formed may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a meeting or of the business to be transacted at an adjourned meeting is not required to be given.

5.9. Making of decisions

- (1) A question arising at any meeting of YPDC is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot, then the voting should be by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

5.10. Special resolutions

A special resolution may only be passed by YPDC in accordance with section 39 of the Act.

5.11. Voting

Members in Council and individual members have the right to speak in debate on any resolution.

- (1) On any question arising at a general meeting of YPDC, a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of YPDC unless all monetary promises due and payable by the member and/or the Nominating Association/Club/Forum/Group of the member to the Council has been paid.
- (4) A member is not entitled to vote at any general meeting of the Council if he or she is under 18 years of age.

5.12. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

5.13. Postal ballots

- (1) YPDC may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 3.14).
- (2) A postal ballot is to be conducted in accordance with clause 5.11.

Part 2 - MISCELLANEOUS**5.14. Insurance**

YPDC may effect and maintain insurance.

5.15. Funds - source

- (1) The funds of YPDC are to be derived from donations and pledges, and subject to any resolution passed by the Council in general meeting, such other sources as the committee determines.
- (2) Subject to the provisions of Part F of the Company and Allied Matters Act, 2020, section 841, YPDC may contract in the same form and manner as an individual to acquire funds.
- (3) All money received by YPDC must be deposited as soon as practicable and without deduction to the credit of the Council's bank or other authorised deposit-taking institution account.
- (4) YPDC must, as soon as practicable after receiving any money, issue an appropriate receipt.

5.16. Funds - management

- (1) Subject to any resolution passed by YPDC in general meeting, the funds of YPDC are to be used in pursuance of the objects of the Council in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of the Authorized Signatory members of the committee or employees of YPDC, one of which must be the Chairman or / and the Secretary. Others being members or employees authorised to do so by the committee.
- (3) Subject to the provisions of Part F of the Company and Allied Matters Act, 2020, section 841, YPDC may contract in the same form and manner as an individual.

5.17. Change of name, objects and constitution

An application to the Registrar-General for registration of a change in YPDC's name, objects or constitution in accordance with section 10 of the Act is to be made by an appointed Legal Public-Officer or the Secretary of YPDC or an appointed committee member.

5.18. Custody of books etc

Except as otherwise provided by this constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to YPDC.

5.19. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of YPDC at any reasonable hour:
 - (a) records, books and other financial documents of the Council,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of YPDC.
- (2) A member of the Council may obtain a copy of any of the documents referred to in subclause (1) on payment of a prescribed fee each page copied.

5.20. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice, or.
 - (d) by placing it on agreed social media platform of the council and or
 - (e) by placing it on the social media of such a person as provided in the record of such a person in the record of the council.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
 - (d) in the case of a notice sent by placing it on agreed social media platform of the council and or
 - (e) in the case of a notice sent by placing it on the social media of such a person as provided in the record of such a person in the record of the council.

5.21. Financial year

The financial year of YPDC is:

- (a) the period of time commencing on the date of incorporation of YPDC and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of YPDC, commencing on 1 January and ending on the following 31 December.

ARTICLE 6

FINANCE:

- 6.1 AUDIT/ AUDITORS:** The financial affairs and full accounts of the Council shall be duly audited annually by Auditors to be appointed by TEC, which audited report shall be prepared and presented annually to the Council at its general meetings.
- 6.2 BANKERS:** TEC shall appoint bankers to the Council and ensure that full accounts and proper books reflecting the Council's finances are kept.
- 6.3 FUND:**
 - 1. The Council shall raise its finances from pledges, levies and donations, made to it by its members.
 - 2. The Council may also accept gifts and donations from non-members as long as it can ascertain the non-corrupt source of the gift and donation.
 - 3. Subject to the provisions of Part F of the Company and Allied Matters Act, 2020, section 841, YPDC may contract in the same form and manner as an individual to acquire funds.
 - 4. The council may invest in fund generating ventures and activities.

ARTICLE 7

SPECIAL CLAUSE:

- 7.1 THE INCOME AND PROPERTY** of the YEWA PEOPLE DEVELOPMENT COUNCIL whosoever derived shall be applied solely towards the promotion of the objects of the Council as set forth in these Rules and Regulations and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Council.
- 7.2 PROVIDED** that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Council in return for any service actually rendered to the Council but so that, no member of the Board of Trustees (BOT) shall be appointed to any salaried office of the Council or any office of the Council paid by fees; and that no remuneration or other benefit in money's worth or money shall be given by the Council to any member of the Board of Trustees or Governing Council except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised, or let to the Council or reasonable fees for services rendered. **PROVIDED** that the provision last aforesaid shall not apply to payment by any company to a member of the Council being a company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
- 7.3 In the event of a winding-up or dissolution of the YEWA PEOPLE DEVELOPMENT COUNCIL** there remains after the satisfaction of all its debts and liabilities, any

property whatsoever, the said property shall not be paid to or distributed among the members of the Council but shall be given or transferred to some other institution or institutions, having objects similar to the objectives of the Council and the body or bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on the Council under or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the members of the Council at or before the time of dissolution and if in so far as effect cannot be given the aforesaid provision then to some charitable Foundation.

ARTICLE 8

AMENDMENT:

- 8.1 No alteration, addition, or amendment of this Constitution shall be made except by a resolution carried by a simple majority of the members of the Council present at a meeting of the Council the notice of which shall have contained particulars of the proposed alterations, addition or amendment. Such alteration, addition shall not take effect unless and until the Registrar General so approves same.
- 8.2 The Chairman shall present any proposed amendments to the Constitution in a general meeting and such proposal shall be supported by at least two-third members of the Council.

ARTICLE 9

SPECIFIC INTERPRETATION:

This specific interpretation shall be taken along with the Preliminary as contained in clause 1 and 2 of the **DEFINITIONS AND INTERPRETATIONS.**

In this constitution, unless it is otherwise expressly provided or implied:

"Board" means the Board of Trustees of the YEWA PEOPLE DEVELOPMENT COUNCIL

"Committee" means The Executive Committee of the YEWA PEOPLE DEVELOPMENT COUNCIL

"Act" means the Companies and Allied Matters Decree No 1 of 1990

"Constitution" means the Constitution of the YEWA PEOPLE DEVELOPMENT COUNCIL

"Seal" means the common seal of the YEWA PEOPLE DEVELOPMENT COUNCIL

"Trustees" means the Trustees of the YEWA PEOPLE DEVELOPMENT COUNCIL (and trustee has a corresponding meaning)

CHAIRPERSON

SECRETARY