

CAC/IT/NO 98881



**CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA**

Certificate of Incorporation

of the Incorporated Trustees of

CIVIL SOCIETY FOR ETHICS AND VALUES DEVELOPMENT INITIATIVE

I hereby certify that

AIG DANLAMI DANBABA YAR'ADUA, RTD., COL. LAWAL ADEMOLA ABDULWAHAB, RTD., CP. VINCENT OKODUWA, RTD. , ALH. SANI AHMED , MR. TAJUDEEN TOYIN-OKE , BARR. AYODEJI AKANDE , MR. IBRAHIM TAJUDEEN , UNACHUKWU CHRISTIANA NDIDI, HAJIA FATI KAKE'NNA ALKALI

*the duly appointed trustees of **CIVIL SOCIETY FOR ETHICS AND VALUES DEVELOPMENT INITIATIVE** have this day been registered as a corporate body, subject to the below mentioned conditions and directions.*

Given under my hand and the Common Seal of the Corporate Affairs Commission at Abuja this 10th day of July, 2017

CONDITIONS AND DIRECTIONS

This certificate is liable to cancellation should the objects or the rules of the body be changed without the previous consent in writing of the Registrar General or should the body at any time permit or condone any divergence from or breach of such objects and rules.

Note:

This certificate does not bestow upon the Organization the right to establish any institution, engage in any business and the like without permission from the appropriate authority



BELLO MAHMUD

Registrar - General

0997622

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 1990
PART C, INCORPORATED TRUSTEES

THE CONSTITUTION OF THE REGISTERED TRUSTEES OF
CIVIL SOCIETY FOR ETHICS AND VALUES
DEVELOPMENT INITIATIVE



**THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 1990
PART C, INCORPORATED TRUSTEES**

**THE CONSTITUTION OF THE REGISTERED TRUSTEES OF
CIVIL SOCIETY FOR ETHICS AND VALUES DEVELOPMENT INITIATIVE**

PREAMBLE

We, the members of **CIVIL SOCIETY FOR ETHICS AND VALUES DEVELOPMENT INITIATIVE**, a not for-profit and non-political organization, do firmly and solemnly resolve to provide for ourselves a constitution and to be governed by the provisions therein contained.

ARTICLE 1: NAME

1.1 The name of the Organisation is 'INCORPORATED TRUSTEES OF CIVIL SOCIETY FOR ETHICS AND VALUES DEVELOPMENT INITIATIVE'

ARTICLE 2: INCORPORATION AND REGISTERED OFFICE

2.1 Civil Society for Ethics and Values Development Initiative shall be incorporated under the laws of the Federal Republic of Nigeria and its registered office address shall be 4th Floor, Churchgate Tower C, Constitution Avenue, Central Business District, Abuja.

ARTICLE 3: AIMS AND OBJECTIVES

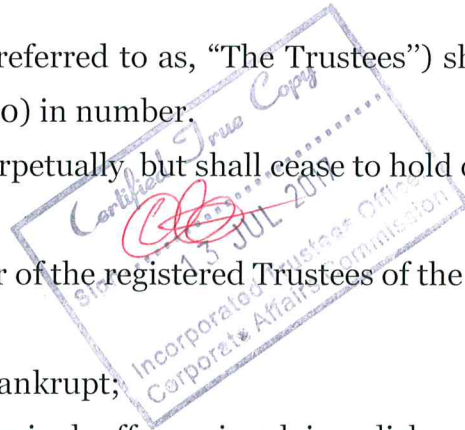
3.1 The aims and objectives of the Organisation are to:

- a) promote our National Ethics & Values as a panacea to a corrupt-free society;
- b) campaign against unethical conduct, illegal and all forms of social misconducts in the public and private sectors;
- c) partner with other anti-corruption agencies of the government and civil society organisations towards the fight against corruption and unethical conduct in the private and public sectors;

- d) organize symposia, conferences and workshops as platform for campaign for compliance and implementation of National Ethics and Values;
- e) encourage whistle blowing as means of drawing government attention to unethical, illegal and other financial misconduct in the public and private sectors;
- f) inculcate and enforce compliance of our National Ethics and Values;
- g) set ethical standards for the citizenry;
- h) ensure that our National Ethics and Values standards are encoded in our legal system or constitution:

ARTICLE 4: TRUSTEES

- 4.1 The Trustees of **CIVIL SOCIETY FOR ETHICS AND VALUES DEVELOPMENT INITIATIVE** for the purpose of the Companies and Allied Matters Act no. 1 of 1990, shall be elected at a General Meeting charged with responsibility of selecting the Trustees with 2/3 majority votes of members present.
- 4.2 Such Trustees (Hereinafter referred to as, “The Trustees”) shall not be less than two (2) and more than ten (10) in number.
- 4.3 A Trustee may hold office perpetually but shall cease to hold office if he:
 - a) resigns his office;
 - b) ceases to be a member of the registered Trustees of the body;
 - c) becomes insane;
 - d) is officially declared bankrupt;
 - e) is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction;
 - f) is recommended for removal from office by a majority vote of members present at any General Meeting of the body;
 - g) Ceases to reside in Nigeria:
- 4.4 Upon a vacancy occurring in the number of Trustees a General Meeting will be held to appoint another eligible member of the Organisation.



ARTICLE 5: COMMON SEAL

- 5.1 The Trustees shall have a Common Seal. The seal of the Trustees shall be such device as may be determined by the Board of Trustees.
- 5.2 Such Common Seal will be kept in the custody of the Secretary-General who shall produce it when required for use by the Trustees.
- 5.3 All documents to be executed by the Trustees shall be sealed with the Common Seal. The affixing of the seal shall be authenticated by the Chairman and the Secretary-General or any other persons authorized in that behalf by a resolution of the Board of Trustees.

ARTICLE 6: MEETINGS

- 6.1 For effective administration of the Organisation there shall be the following meetings:
- a. Annual General Meeting,
 - b. Emergency or Extra-Ordinary General Meeting
 - c. Board of Trustees Meeting
- 6.2 **Annual General Meeting (AGM)**
- a) There shall be an Annual General Meeting (AGM) of the Organization which shall be held each year, not later than 31st of March and at such time and place as the Board of Trustees shall decide.
 - b) The Chairman of the Board of Trustees shall preside at the Annual General Meeting.
 - c) If the post of the Chairman of the Board of Trustees is vacant or the Chairman is absent thirty minutes after the time fixed for the holding of the meeting or the Chairman is unwilling to preside, members of the Board of Trustees present shall appoint one of their members to preside over the meeting.
 - d) The AGM shall be the highest organ of power of the Organisation. It is the General Assembly of the members of the Organisation. It shall have power to;
 - i. formulate, revise or abolish the Constitution of the Organisation;
 - ii. review and approve the strategic plan of the Organisation;

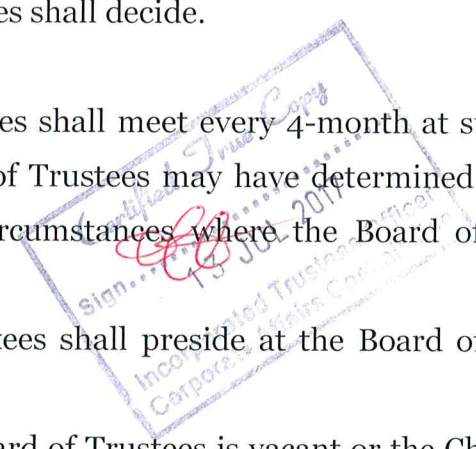
- iii. receive the audited financial statements of the Organization for the prior year ended 31st of December;
- iv. appoint the auditors of the organization and authorize the Board of Trustees to fix the remuneration of the Auditors;
- v. elect or remove members of the Board of Trustees;
- vi. resolve on dissolution of the Organisation; and
- vii. discuss and resolve on other significant issues the Board of Trustees referred to the AGM:

6.3 **Emergency or Extra-Ordinary General Meeting**

- a) Where there is a matter that requires the resolution of the general members of the Organisation before the time for an AGM, the Board of Trustees shall convened an Extra-Ordinary General Meeting which shall be held at such date, time and place as the Board of Trustees shall decide.

6.4 **Board of Trustees Meeting**

- a) The members of the Board of Trustees shall meet every 4-month at such venue and on the day and time the Board of Trustees may have determined at its last meeting or as may be altered in circumstances where the Board of Trustees considered.
- b) The Chairman of the Board of Trustees shall preside at the Board of Trustees Meeting.
- c) If the post of the Chairman of the Board of Trustees is vacant or the Chairman is absent thirty minutes after the time fixed for the holding of the meeting or the Chairman is unwilling to preside, members of the Board of Trustees present shall appoint one of their members to preside over the meeting.
- d) The Board of Trustees by the resolutions of its meetings shall
 - i. direct the management team in policy formulation;
 - ii. give strategic direction to the management team in the performance of its functions
 - iii. review, approve and recommends the audited financial statements of the Organization to the Annual General Meeting;
 - iv. review and approve the annual budget of the Organisation;



- v. deal with reports, complain of abuse of power, impropriety and other forms of misconduct on the part of the management of the Organisation;
- 6.5 The quorum for the meetings shall respectively be:
- a) The quorum for the Annual General Meeting or Extra-Ordinary General Meeting shall be at least one-third (1/3) of the total number of members in good standing or 37 members where the number of members in good standing are over 100 members.
 - b) The quorum for the Board of Trustee Meeting shall be at least two-third (2/3) of the total number of members.

ARTICLE 7: GOVERNING BODY

7.1 There shall be the following organs of the Organisation:

- a) The General Assembly of Members.
- b) The Board of Trustees
- c) The Management Team

7.2 **The General Assembly of Members**

- a) The General Assembly is to exercise the power listed in Section 6.2 and 6.3 of this Constitution.

7.3 **The Board of Trustees**

- a) The Board of Trustees is to exercise the power listed in Section 6.4 of this Constitution.

7.4 **The Management Team**

- a) The management team of the Organisation is charged with the overall management and good administration of the affairs of the Civil Society for Ethics and Values Development Initiative. The Management Team shall include the National Coordinator, the Director of Programme & Collaboration, the Director of Conference and Training, the Director of Finance & Administration and the Director of Research & Planning.



b) National Coordinator/Chief Executive Officer

- i. The Organisation shall, through an open, transparent and competitive recruitment process, and with the approval of the Board of Trustees appoint a suitably qualified person to be the National Coordinator of the Organisation.
- ii. The National Coordinator shall be the Chief Executive Officer of the Organisation and shall be responsible for:
 - a. carrying out the decision of the Board of Trustees;
 - b. supervision of other employees; and
 - c. the day to day administration and management of the affairs of the Organisation:
- iii. The organization shall be divided into directorates to be headed by the following directors who are to provide the support and assistance to the National Coordinator.

a. Director Programmes and Collaboration

The Director of Programmes and Collaboration shall assist the National Coordinator in programmes and collaboration activities.

b. Director Conference and Training

The Director of Conference and Training shall assist the National Coordinator in conference and training activities.

c. Director Finance and Administration

The Director of Finance and Administration shall assist the National Coordinator in finance and administration activities.

d. Director Research and Planning

The Director of Research and Planning shall assist the National Coordinator in research and planning activities.

7.5 **Other staff of the Organisation**

- a) The management shall, through an open, transparent and competitive recruitment process appoint professional, technical and administrative officers and support staff, as may be needed from time to time to discharge the functions of the Organisation.

ARTICLE 8: SOURCES OF INCOME

8.1 The sources of income for the Organisation shall include:

- a) Annual Membership Fees
- b) Conference and Workshop registration fees from participants at the Organisation's events
- c) Reimbursement and Fees for services rendered to establishments including fees charge to assist them develop or revise their code of ethics.
- d) Grants, gifts, donations or other endowments given to the Organisation.
- e) Other legitimate income including assets disposal income.

ARTICLE 9: DISBURSEMENT AND APPLICATION OF FUNDS

9.1 The funds of the Organisation shall be disbursed and applied to provide for the:

- a) funding of programmes, training, research and development of activities of the Organisation;
- b) payment of remuneration in respect of the staff of the Organisation;
- c) payment of pensions, gratuities and other charges in respect of benefits which are payable out of the funds of the Organisation;
- d) maintenance of the building and other assets of the Organisation; and
- e) creation of such funds to meet contingent liabilities in respect of benefits, insurance or replacement of buildings, installations, equipment and in respect of such other matters as the Organisation may think fit:

ARTICLE 10: KEEPING OF ACCOUNT

- 10.1 The financial year of the Organisation shall be the period starting from;
- a) the day on which the Incorporated Trustees of Civil Society For Ethics and Values Development Initiative is registered at the CAC and ended on the following 31st December; and
 - b) the period of twelve months commencing on the first January and ending on the 31st of December of the subsequent years.
- 10.2 The Management Team shall ensure accurate keeping of record of all books of account of the income, expenditure, assets and liabilities of the Organisation; and at the end of each year cause an annual financial statements to be prepared.
- 10.3 The annual accounts of the Organisation shall be audited and reported upon to the Board of Trustees in accordance with the International Standards of Auditing.

ARTICLE 11: APPOINTMENT OF AUDITOR(S)

- 11.1 Independent qualified and licensed auditors shall be appointed, on the recommendation of the Board of Trustees, by the General Meeting, to audit the financial records of the Organisation annually and submit an audited report to the Annual General Meeting of the Organisation.
- 11.2 The audited financial statements (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the annual returns and file with the Corporate Affairs Commission.

ARTICLE 12: AMENDMENT OF CONSTITUTION

- 12.1 The Organisation may alter the provision of its Constitution at a General meeting by a resolution passed by a simple majority of its members and approved by the Commission.

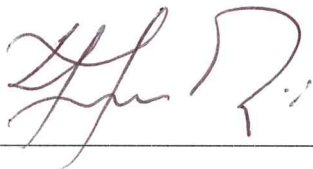
ARTICLE 13: SPECIAL CLAUSE

- 13.1 THE INCOME AND PROPERTY OF CIVIC SOCIETY FOR ETHICS AND VALUES DEVELOPMENT INITIATIVE shall be applied solely towards the promotion of the objective of the body as set forth in this RULES AND REGULATION/CONSTITUTION: 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 Organisation.
- 13.2 PROVIDED that nothing herein shall prevent the payment in good faith, or reasonable and proper remuneration to any officer or servant of the Organisation in return for any service actually rendered to the Organisation:
- a. With the exception of ex-officio members of the Governing Council, no member of the Council of Management or Governing Body shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees; and
 - b. No remuneration or other benefit in money or money's worth shall be given by the body to any member of such Council or Governing Body except repayment of out of pocket expenses or reasonable and proper rent for premises demised, or let to the Organisation or reasonable fees for services rendered.
- 13.3 If in the event of a winding up or dissolution of the corporate body if there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Organisation but shall be given or transferred to some other institutions,

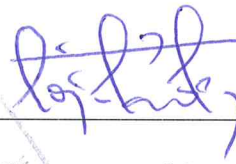
having objects similar to the object of Organisation, such institutions to be determined by the members of the Organisation at or before the time of dissolution.

13.4 If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some charitable object.

Dated this 25 day of April 2017.



Signature of Chairman



06/07/2017

Signature of Secretary & Date

AIS DANLAMI JAR'ADUA (H/O)
081 84 72 5058

Name of Chairman & Tel. No.

Tajudeen Toyin-Oke
08033497750

Name of Secretary & Tel. No.

