

**REVIEW NOTES ON CONSTITUTION AND BY LAWS OF THE
INCORPORATED TRUSTEES OF THE ISIS ALUMNI ASSOCIATION**

1.0 INTRODUCTION

1.1 Compliance with the law.

The prime objective of my latest review of the current draft of our proposed constitution is to ensure that its provisions are in substantial compliance with the provisions of the Companies and Allied Matters Act 1990 (CAMA) and other relevant legislation. It is hoped that this effort will obviate any delays which may be consequent on the rejection by the Corporate Affairs Commission (CAC), of our application for registration on the ground of non – compliance.

1.2 Language

My concerns have included the accuracy of the text of this draft constitution and its faithfulness to the avowed objectives of the proposed association. I consider also that it is desirable, in particular for the sake of consistency, for us to choose between the use of British and American spelling. Again, the word “should”, wherever it appears ought to be replaced by the word “shall”.

1.3 Length

I am constrained to observe that the draft constitution has grown from a 4 (four) page document in June 2012 to its current length of 37 (thirty seven) pages. It is an axiom of constitution making that the document ought to avoid prolixity and that its contents should include only broad outlines of its important objects so that in the effort of the makers to achieve precision and certainty, the users of the constitution do not become entangled in too much detail. I observe that the document under review is titled “Constitution and Bylaws”. That may explain its

length but I am not certain that I appreciate the difference between a “constitution” and “bylaws”. I am sensitive, however, to Section 591 CAMA which requires the association to submit to CAC along with its application for registration, a constitution. In the circumstances, I do not rule out the need, going forward, in the event of an objection, to convince CAC that the document under review is not an unpermitted deviation from a strict interpretation of the requirement of section 591 CAMA. We will cross that bridge when it is reached.

1.4 Conclusion

I thank everyone who has taken the time and exerted the effort to contribute to the current draft of the constitution. I am confident that I speak for all of us in saying that it has been an interesting and rewarding learning experience as we have seen the document grow and mature in form and content. I am also assured that even when disagreements have been rather sharply expressed, no personal offence has been intended and that we have all remained driven only by the passion to attain the highest and noblest ideals for our dear alma mater. In the end, I am reminded that all human effort is flawed, including my revision of our draft constitution but nonetheless I offer it in the expectation that it will achieve its objective of informing and thus aiding the considerations of the general body of alumni.

2.0 REVIEW

Article 1

The word “will” should be deleted from the closing sentence of the preamble.

ii. **Coordination**

.....

The National Executive shall be divided into the following regional sections.

1. Nigeria
2. *The rest of Africa and the Middle East*
3. The Americas (North and South)
4. U.K and Europe
5. Asia and Oceania

Article 2

“Trustee”. - The word “started” to read “stated”.

“Alumnus”

The inclusion as alumni of persons who were expelled from the School subject to a majority vote of the trustees would make the punishment of expulsion a life long blot - a continuing badge of dishonour. In my view, that would be oppressive and unfair. Even criminal convictions become spent. See for purposes of analogy the provisions of Section 592(1)(d) CAMA.

Section 592 Qualification of trustees

- (1) A person shall not be qualified to be appointed a trustee if -
- (a)
 - (b)
 - (c)
 - (d) he has been convicted of an offence involving fraud or dishonesty **within five years** of his proposed appointment.

“Registration”

“enrollment” should read “enrolment”

Article 3: Aims, Objects and Limitations

- j) Delete the words **“This will in due course include”** and replace with “This includes”.

Article 5: (Reserved).

Why is this “reserved”?

Title II – **GOVERNANCE AND FINANCES**

Article 6: Leadership

1. **GENERAL ASSOCIATION LEADERSHIP**

(e) **“The Trustees shall include the officers of the Association...”**

This is the converse of the provisions of CAMA. See Section 601 which provides:

“The association may appoint a council, or governing body which shall include the trustees and may, subject to the provisions of this part of this Act, assign to it such administrative and management functions as it deems expedient”. Emphasis mine.

The portion of Article 6, 1 (e) reproduced above should read thus:
“The Executive Committee of the Association referred to in Section III below shall include the Trustees...”

In effect, all Trustees are members of the Executive Committee but not all members of Exco are Trustees - See in further confirmation - **“Only the President, the Vice President and General Secretary should be both in the Board of Trustee and Executive Committee”**.

i) The opening exception is contradictory. An Officer - Member will always be an Alumnus Member.

The exception ought to be deleted. See definition of **“Officer-Member”** under Article 2.

“Officer-Member is an Alumnus Member...”

II TRUSTEES

(b) Each of the provisions for disqualification of the Trustees should commence with a lower case letter because it is a continuation of the opening phrase of (b) **“A trustee shall cease to hold office if he or she:”**

g) **“The Trustees shall meet at such time and place for the purpose of general overseeing and long term policy making for the Association”.**

This is an incomplete sentence. The omission appears to have occurred after the word “place”.

h) The indefinite article “a” should appear before (not after) the word “casting” so as to read - “a casting vote”.

i) The answer to the question - “who heads the Board of Trustees – Chairman elected by board or Alumni President” is obvious. By Article 6 I(e) the President of the Executive Committee is a member of the Board of Trustees. In his capacity as the chief executive of the Association the President ought to chair the Board of Trustees of which he is a member.

III EXECUTIVE COMMITTEE

(c) “The Executive Committee shall meet at such time and place for the purpose of the business of administration.”
This is an incomplete sentence.

(d) Correct as in II(h) above.

To the question – “Chairman of the Executive should be the President?”

Please note that by Article 6 IV the Executive Committee has a President who, as his title indicates, presides over functions of the Executive Committee. See further the **functions reserved for the President under Article 6 IV I** “general direction and leadership of the Association” Quite clearly, the President is the Chair of the Executive Committee. As such leader and being simultaneously a Trustee, the President ought to chair both the Board of Trustees and Executive Committee. I agree with Dr. Giwa - Osagie’s comment in this regard.

(f) The word “both” should read “but”

(g) Delete the word “term”.

Article 6

V. ASSISTANT TRASURER

It is unwise to vest in a single person the function of supervising elections. I share Dr. Giwa - Osagie’s suggestion for an independent electoral committee for the important purpose of the integrity of the voting process. Further, there is a conflict between this provision and Article 15 I(b) which vests the conduct of

elections in “two Returning Officers”. It is advised that these Returning Officers should function as electoral officers under the supervision of an independent electoral committee as suggested.

FINANCIAL SECRETARY

viii Include a provision that the financial secretary shall be professional accountant.

ix **AUDITOR**

- do -

Article 8 Finances

I FUNDS OF THE ASSOCIATION

(c) Maintain a single spelling of “cheque” (or “check”).

TITLE III – MEMBERSHIP AND SUB-COMMITTEES

Article II Membership. Dues and Registration

I MEMBERSHIP

(c) “All Alumnus” to read “All Alumni”.

II ALUMNUS MEMBER RIGHTS AND PRIVILEGES

“Member Rights shall include but **are** not limited to.....”

Article 13 Committees, Sub-Committees and Standing Committees

IV Each specified item of the Written Statement to be made available to members of Committees, Sub-Committees or Standing Committees listed as (a) - (e) should commence with a lower case letter because it is a continuation of the phrase after the figure IV.

VI. Ditto VI (a) – (c).

Article 14 (Why is this described as “Reserved”).

TITLE IV – MEETINGS AND REPRESENTATION

II VOTING

(a) Special Meetings - Not defined

- i. Nonetheless I am inclined to Dr. Giwa – Osagie’s position that honorary members should have no vote.
- ii. The desirability of corporate membership is debatable and ought to be debated.

There is a confusing amalgam here of both simple majority/super majority. Quantum unspecified.

(c) “Multiple voting and Vote - Splitting or Partition” as expressed here appears to be proxy voting (prohibited under II(b)). I make the same observation in respect of ii, iii and iv. In particular, the casting of the vote of a person by his/her spouse takes the concept of the unity of spouses too far. This provision also appears to accommodate same sex “marriages” which are illegal in this country. Is this the intention? Were CAC to so construe this provision it would be rightly considered as repugnant to official and statutory position and we would be required to remove it. Is this provision inspired by the guarantee against discrimination on the basis of sexual orientation as expressed in Article 4 which, it must be observed, is not included in the guarantees declared in the 1999 Constitution of Nigeria.

(Article 17)

II RESIGNATION

The word “therefore” to read “therefor”.

Tani A. MOLAJO SAN

Chairman Constitution Drafting Committee.