



THE CONSTITUTION OF NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE

PREAMBLE

Nana Girls and Women Empowerment Initiative (NANA) as neither a profit-making organization nor a political organization, do firmly and solemnly resolved to provide itself a constitution and; to be governed by the provisions therein.

ARTICLE 1: NAME:

The Name of the ORGANIZATION is INCORPORATED TRUSTEES OF NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE

ARTICLE 2: ADDRESS:

The address of the ORGANIZATION shall be situated in Nigeria, headquartered in Sokoto

ARTICLE 3: AIMS & OBJECTIVES

VISION

A world free from gender discrimination and oppressive power relations that affect women and people living in poverty.

MISSION

We collaborate with key actors to provide opportunities that enhance the lives of women, girls and people living in poverty, towards achieving a just, fair and inclusive society.

CORE VALUES

Passionate about girls and women: We believe that women and girls voices should be heard, and their decisions be respected.

Integrity: NANA has taken its staff ethical conducts seriously. We placed premium on staff behaviors, interaction norms, activities, decision making procedures to define our mode of operations.

Equity and Justice: A workplace where equity prevails, serves as a catalyst to progress and achievements. That's why NANA operates based on fair treatment to everyone with openness.

We provide equal access to opportunities and conduct transparent approach to decision making about rewards and punishments.

Accountability: NANA entrenched accountability by clearly spell bounding our values, missions and goals. And well-defined staff job descriptions aimed towards accomplishments of our objectives. All staff are held responsible for getting set goals achieved

Courage of conviction: NANA has a reputation of standing firmly to what is right against all odds. Staff confidence is being built through enforcement of culture of ethical values.

Thematic areas: In the next five years NANA will focus on the following:

- Improving Women's and Girl's Access to Quality Education
- Improving Women's and Girls Access to MNCH Services.
- Improving Women's and Girls Access to Economic Opportunities (Leadership, Technical and Vocational, Technology, and Finances)
- Mitigating the impact of climate change for women and girls with particular focus on Desertification and Promoting Access to Clean Energy

ARTICLE 4: TRUSTEES

- (a) The Trustees of NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE for the purpose of the Companies and Allied Matters Act NO. 1 of 1999, Part C, shall be appointed by Executive Council by two-third majority votes of members present.
- (b) These TRUSTEES (herein referred) to shall be Nine (9) in number and shall be known as the BOARD OF TRUSTEES OF NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE
- (c) The Trustees shall hold office for life but a Trustee ceases to hold office if he /she
 - a. Resigns his or her office,
 - b. Ceases to be a member of the incorporated Trustees of NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE, if found unproductive to the organization
 - c. Become Insane,
 - d. Is officially declared Bankrupt
 - e. Misses Meeting 3 times consecutively
 - f. Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction,
 - g. Is recommended for removal from office by a two-third majority vote of members present at any EXECUTIVE COUNCIL MEETING of the organization,
 - h. Ceases to reside in Nigeria.
- d. Upon a vacancy occurring in the number of Trustees, the Board, in a meeting, shall appoint another eligible member.

ARTICLE 5: THE COMMON SEAL

- a. The Trustees shall have a common seal
- b. Such common seal will be kept in the custody of the SECRETARY who shall produce it when required for use by the trustees.
- c. All documents to be executed by the Trustees shall be signed by the Board Chair, and in his/her absence, the Executive Director and be sealed with the common seal

ARTICLE 6: MEETING

For effective administration of the ORGANIZATION there shall be the following meetings:

- a. Board Meeting-To be held twice annually
- b. Executive Council meeting shall be held quarterly in NANA state offices in a rotational manner.
- c. Monthly management meetings at state and programme level
- d. NANA shall call for an emergency meeting when necessary

SECTION 1: DUTIES OF THE BOARD MEETING

- i. The Business of the Board of Trustee Meeting shall be to receive the Executive Director's report on the activities of NANA; its financial position; to remove and elect the Auditors; and to make approval and any other actions needed for the good of NANA.
- ii. The Trustees shall hold meeting at least once in every calendar year and such other times and in such places as they shall from time to time decide.

SECTION 2: EXECUTIVE COUNCIL MEETING

The Executive Council shall meet at least thrice in a year to examine and review the affairs of the ORGANISATION

- i. There must be a Representative from all branches of NANA and Departments to form a Quorum.
- ii. The Executive Director shall preside over the meeting, in her/his absence, any other office Holder shall be selected to preside.

SECTION3: STATE/ZONAL AND PROGRAM MANAGEMENT MEETING

- i. For effective programming, every state branch of NANA shall call for at least one meeting monthly.
- ii. NANA shall adopt geo-political zones of each state, and each zonal office must hold a meeting at least once quarterly

- iii. For effective project implementation, each project shall hold at least one meeting every month within the project period.

SECTION 4: PROCEEDING AT MEETING

- a. Notice of all the meetings shall be served to staff at least a week before the date of the meeting.
- b. Notice of meeting shall be sent to staff through e-mail
- c. In the case of a Board meeting, a notice of at least 14 days shall be served to all members through e-mail.
- d. In case of an emergency meeting a notice of 14 days shall be served
- e. Call for the agenda and draft for the meetings must be circulated at least 48hrs before the date of the meeting.
- f. An appointed secretary, who shall be rotational, should be responsible for taking key highlights of the meeting and its circulation to all staff through e-mail
- g. In case of need for emergency meeting, purpose of the meeting shall be made known to participants.
- h. Resolutions at the Board meeting shall be reached through consensus or by a simple majority
- i. No business shall be transacted at any meeting unless a quorum of members is present at the time the meeting proceeds
- j. Each member shall have one vote on every resolution.
- k. The chairperson of the Board of Trustees shall preside as a chair at every Board Meeting of the organization. Where there is no such chair or if she/he is not present within thirty minutes or after the time appointed for the holding of the meeting, a Board member shall be appointed on interim capacity to chair the meeting.

ARTICLE 7: GOVERNING BODIES

For effective Management of the ORGANIZATION the following offices shall be created.

1. The Board of Trustees
2. Executive Council
3. Departments and Units
4. State Management team
5. Zonal Management team
6. Project Management team

Board of Trustee:

The Board of Trustee shall be headed by a Chairperson who shall;

- I. Approve and sign the minutes of all Meetings.

- II. Represent the ORGANIZATION in conjunction with Executive officers at meeting involving external bodies.
- III. Be an active member and has the casting vote in case of tie at any meeting.
- IV. Discharge other duties reasonably incidental to her/his office.

Duties of Board of Trustee

The duties of the NANA Board of Trustees shall be to;

- a. Approve the policy of the **ORGANIZATION**.
- b. Approve annual work plan and budget of the organization
- c. Approve the opening of the **ORGANIZATION** bank account
- d. Receive and consider feed-back on the utilization of grants, scholarship etc. advanced by the **ORGANIZATION**.
- e. Assist the organization in resource mobilization and management
- f. Responsible for disciplinary action against ED and State Leads.

Executive Council:

The Executive Council shall be headed by the Executive Director, whose membership shall comprise of the ED, Directors of Departments and Unit Managers. The Executive Director shall;

- a. Be a member of the Board of Trustee
- b. Coordinate and Provide leadership of all NANA activities
- c. Report progress and review of all NANA activities to the Board.
- d. Shall be responsible for general supervision of all State branches, Departments and Units of the organization.
- e. Shall be responsible for final approval of all states, departments and unit work plans.
- f. Serve as intermediary between the Board and the Executive Council
- g. Shall chair all Management and Technical meeting(s) and or, any staff the ED appointed for representations.

Departments and Units

NANA at the national headquarter shall have departments and units based on its priority areas. Each department shall be headed by a director who shall:

- a. Be responsible for coordinating all activities of the department
- b. Present annual plan, budget and report of the department at the Executive Council meeting.

- c. Be responsible for resource mobilization.
- d. Provide technical leadership to the department and oversee the implementation of all projects under the department.
- e. Supervise staff in the department.
- f. All directors of departments shall report to the ED and carryout any other task assigned by the ED.

Units

A unit shall be headed by a manager whose responsibility shall be:

- a. Prepare annual plan, budget and report of the unit for submission to the Department
- b. Support the department in monitoring and evaluating projects under its department to the satisfaction of the clients.
- c. Support department in resource mobilization
- d. Implement departmental activities and any other task assigned by the department

State Management Team

The State Team shall have a leader. Key members of the State Management shall include:

- State Team-lead
 - State Admin/HR officer
 - The accountant
 - Senior project staff
- a. The state Team-lead shall preside over all state meetings
 - b. The state Team-lead shall monitor and review all project activities in the state.
 - c. The state Team-lead shall report all project progress during quarterly meetings.
 - d. The state Team-lead shall represent the organization at the state level and any other location assigned
 - e. The state Team-lead shall be responsible for the administration of the state office.

Zonal Management Team

This team shall comprise of Local Government Coordinators of their zones. The Chair of the Zone shall be rotational, based on appointment through consensus. The Zonal Chair shall:

- a. Have the responsibility to call for management meeting according to NANA meeting guidelines.
- b. Be the representative of NANA on any related issue in their respective LGA(s).
- c. Be responsible for projects implementation supervision within their zonal communities.

- d. Hold at least two progress review meeting every year. Highlights of their deliberations shall be submitted by the zonal team leader to the State Management Team for onward action.
- e. Attend all management and technical meeting(s)

ARTICLE 8: SPECIAL CLAUSE

- 1) **THE INCOME AND PROPERTY OF NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE** shall applied solely towards the promotion of the objectives of the organization as set forth in its **RULES AND REGULATIONS** and **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 staff of **NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE**.
- 2) **PROVIDED** that nothing herein shall prevent the payment in good faith, or reasonable and proper remuneration to any officer or servant of the **ORGANIZATION** in return for any service actually rendered **to NANA GIRLS AND WOMEN EMPOERNMENT INITIATIVE**.
 - (a) With the exception of ex-office member of the Governing Body shall be appointed to any salaried office of the **ORGANIZATION** or any office of the **ORGANIZATION** paid by fees; and
 - (b) No remuneration or other benefits in money or money's worth shall be given by **NANA** to any member of such Council or Board except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised; or let to **NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE** or reasonable fees for services rendered.
- 3) If in the event of a winding up or dissolution of the **ORGANIZATION**, there remains after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of **NANA GIRLS AND WOMEN EMPOWERMENT INITIATIVE** but shall be given or transferred to some other institution(s) having objectives similar to that of the **ORGANIZATION** such institutions to be determined by the Executive Council of the **ORGANIZATION** at or before the time of dissolution.
- 4) If effect cannot be given to the aforesaid provision, then the remaining property shall be transferred to some charitable object.

ARTICLE 9: SOURCES OF INCOME

For the purpose of generalizing funds and other resources (in cash or in kind) for the realization of its aims and objectives, the ORGANIZATION may:

- 1) Accept donations (whether cash and/or kind) from individuals, trustees, friends, charity, corporate bodies and organizations in Nigeria.
- 2) Receive grants or assistance from governments, individuals, Trust-fund and other charitable or philanthropic organizations in Nigeria or elsewhere.
- 3) Private sector participation/contribution, donations/participation, contribution from International and Bilateral Agencies and Sister Non-Governmental organizations.
- 4) Establish businesses / make investments that will generate income to be used solely for the objectives of NANA.

DONATION

The **ORGANIZATION** shall have power to accept donation and gifts from members, group, corporate bodies or individuals provided the conditions attached to such donations are consistent with the aims and objectives of NANA and is generally acceptable as not inimical to its aims and objectives.

ARTICLE 10: DISBURSEMENT AND APPLICATION OF FUNDS

The **ORGANIZATION** shall operate bank accounts in its name. The signatories to the account shall be the ED, the Accountant and any of the Departmental Directors. All monies must be paid into the account immediately upon receipt and on no account shall the accountant keep a cash of more than N100, 000.00 WITH her/him at any point in time.

Finance year of the **ORGANIZATION** shall be from 1st January to 31st December, of every year.

- I.** All expenditure (Current, Capital or otherwise) of **NANA** must be duly countersigned by the Accountant of the **ORGANIZATION**.
- II.** There shall be one general account i.e. one operating account (current) for the **ORGANIZATION** and project accounts as demanded by clients.
- III.** Excess funds shall be invested in viable projects with the approval of the Executive Council.

ARTICLE 11: KEEPING OF ACCOUNT

- I.** The account shall be audited by an Auditor or Auditors appointed by the Board of Trustee, from time to time. The Auditor shall scrutinize the account of the **ORGANIZATION** when it is required. The **ORGANIZATION** may open and operate any type of accounting at any Bank of choice.
- II.** All reports by the Accountant of the **ORGANIZATION** to the Board of Trustee must include Auditors report on the Management of the account of the **ORGANIZATION** for the relevant period.

III. The Organization shall ensure accurate record keeping of all income and expenditure.

RECEIPTS:

All fees, subscription and money due to the **ORGANIZATION** shall be payable to the Accountant and a Receipt / Cash Acknowledgement Receipt form issued shall be the only sufficient discharge.

ARTICLE 13: APPOINTMENT OF AUDITOR(S)

- 1) Independent qualified and licensed Auditors shall be appointed by members at the Board Meeting, to audit the financial records of the **ORGANIZATION** annually and submit an audited report to the Board of Trustees of the **ORGANIZATION**.
- 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 filed with the Corporate Affairs Commission.

ARTILE 14: AMENDMENT OF CONSTITUTION

The **ORGANIZATION** may alter the provision of its constitution every five years or at any time in a Executive Council Meeting by a resolution passed by its members and approved by the Governing Board.