

**THE CONSTITUTION OF CHILD LIFELINE (AN ASSOCIATION FOR THE CARE OF CHILDREN AND YOUNG PERSONS IN NEED) (as amended by Resolution of the Annual General Meeting, dated 24 February, 2013)**

**PREAMBLE:**

We, the members of the INCORPORATED TRUSTEES OF CHILD LIFELINE an ASSOCIATION FOR THE CARE OF CHILDREN AND YOUNG PERSONS IN NEED), AFFIRMING our commitment to furthering the care, protection, well-being and development of children and young persons up to the age of 20 (twenty) years in Nigeria and elsewhere in cooperation with like-minded persons and organisations DO HEREBY make, enact and give ourselves, the following CONSTITUTION.

**1.0 NAME**

- 1.1 The Association shall be known and called the INCORPORATED TRUSTEES OF CHILD LIFELINE an ASSOCIATION FOR THE CARE OF CHILDREN AND YOUNG PERSONS IN NEED) (hereinafter called “the Association”)

**2.0 PURPOSES**

- 2.1 The Association is established for charitable purposes only.
- 2.2 The Association and its endowments shall be administered in conformity with the provisions of the Companies and Allied Matters Act, 1990.
- 2.3 The Trustees shall hold the trust fund and the income thereof upon trust to apply the same for the purposes and in the manner hereinafter appearing but only if and in so far as such purposes shall be charitable.

**3.0 OBJECTS**

- 3.1 In furtherance of the purposes hereinbefore defined, the objects of the Association are as follows:
  - a. To promote the care, well-being and development of all children in need, especially the deprived, the abused, the destitute and the homeless.
  - b. To create awareness among the general public of the existence of children and young persons in need.
  - c. To ensure that no Nigerian child is left homeless, unprotected, in danger or exploited.
  - d. To take all necessary steps to promote the rehabilitation of Nigeria’s street children, including provision of hostels for the homeless and, wherever possible, to work towards re-uniting children with their families.
  - e. To provide counselling, educational and vocational skills training for children and young persons in need to enable them to become self-supporting in various trades and occupations.
  - f. To work towards the provision of basic health care for children and young persons living or subsisting on the streets, especially those suffering from physical and mental handicaps and debilitating diseases.
  - g. To work with other concerned citizens and organisations to protect children and young persons from abuse and oppression and ensure the enforcement of children’s legal rights.
  - h. To act as a pressure group on the Federal and State Governments of Nigeria, and other governmental authorities to perform their statutory duties under The Children and Young Persons Law, cap 26, Laws of Lagos State, 1973, and other relevant statutes, in particular, to make sufficient financial provisions and provide adequate facilities for Remand Centres, Children’s Homes, Approved

Schools and similar establishments, and ensure that they are properly equipped, staffed and maintained.

- i. To encourage co-operation with and between the Police, Governmental Authorities, the Judiciary, the Welfare Authorities and non-governmental organisations to work for the protection, well-being and development of children and young persons and to bring about the effective implementation of legislation concerning children and young persons.
- j. To procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents for the purpose of enhancing awareness and focus on children and young persons.
- k. To obtain, collect and receive money and funds by way of contributions, donations, legacies, grants and any other lawful method, and accept and receive gifts of property of any description whether subject to any special trusts or not, in order to carry out the foregoing objectives.

#### **4.0 NATIONAL HEADQUARTERS**

- 4.1 The Association shall be registered in Nigeria and have its national headquarters situated in Lagos.
- 4.2 State branches may be formed, provided that the national headquarters is informed and approves, and that the fundamental objectives of the branches are in consonance with the objectives at the national level.

#### **5.0 LEGAL STATUS**

- 5.1 The Association shall be a body corporate, which can sue or be sued in its own name.
- 5.2 The Association shall be a NON-PROFIT MAKING, VOLUNTARY BODY, dedicated to the care, protection, well-being and development of children and young persons up to the age of 20.
- 5.3 The Association may affiliate with other associations with similar objectives, both nation and international.

#### **6.0 THE BOARD OF TRUSTEES**

- 6.1 The Association shall be managed by a Board of Trustees (hereinafter called "the Board"). The Trustees shall be known collectively as "THE INCORPORATED TRUSTEES OF CHILD LIFELINE".
- 6.2 There shall be a Board of Trustees consisting of not more than five (5) Trustees who are responsible persons who shall not hold any other office of the Association, and whose nomination shall be approved at the Annual General Meeting of the Association.
- 6.3 The first Trustees of the Association shall be
  - a. Professor Olikoye Ransome-Kuti
  - b. Alhaji Ibrahim Damcida
  - c. Professor (Mrs.) Jadesola Akande
- 6.4 The Trustees shall hold and deal with the property of the Association (other than cash which shall be under the control of the Treasurer). They shall have powers to receive gifts and donations on behalf of the Association.
- 6.5 All the properties of the Association shall be vested in the Trustees jointly in trust for the Association and the Trustees shall deal with the same in the interest and to the benefit of the Association and as may be directed by the National Executive Committee.

6.6 A Trustee may be removed from office by the Annual General Meeting on the grounds of prolonged absence or for any other reasons which might make him/her unable to perform the duties of his/her office.

## **7.0 POWERS AND DUTIES OF TRUSTEES**

7.1 The Trustees shall have the power to appoint additional Trustees to fill a casual vacancy arising out of the death or resignation of a Trustee, subject to ratification at an Annual General Meeting.

## **8.0 DISQUALIFICATION OF TRUSTEES**

8.1 The office of a Trustee shall be vacated:

- a. If he is an infant.
- b. If he is found lunatic or becomes of unsound mind.
- c. If he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors.
- d. If he has been convicted of an offence involving fraud or dishonesty within five years of the proposed appointment.
- e. If by notice in writing to the Association he resigns the office of Trustee.

## **9.0 MEMBERSHIP**

9.1 Membership shall be open to any individual or organisation who accepts the aims and objectives of the Association, is read to participate in the Association's activities, who pays the current applicable membership fees, and whose application is approved by the Executive Committee.

9.2 Relevant government and international organisations may be granted observer status.

9.3 Official copies of registered members shall be published at least four weeks before the Annual General Meeting.

## **10.0 OFFICERS OF THE ASSOCIATION**

10.1 The following officers of the Association shall be elected at the Annual General Meeting and shall form the Executive Committee:

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Assistant Secretary
- (v) Treasurer
- (vi) Financial Secretary
- (vii) Publicity Secretary
- (viii) Two Ordinary Members

10.2 The immediate past President of the Association shall be an ex-officio member of the Executive Committee.

## **11.0 FUNCTIONS OF THE EXECUTIVE COMMITTEE**

11.1 The Executive Committee shall:

- (i) Carry out all policy decisions of the Association and initiate programmes and activities that are in conformity with the objectives of the Association.
- (ii) Have power to take decisions on behalf of and act for the Association in between Annual General Meetings.
- (iii) Meet at least quarterly and on the day preceding the Annual General Meeting.

- (iv) Receive gifts and donations on behalf of the Association.
  - (v) Decide on the current applicable membership fees.
- 11.2 The Executive Committee shall stand dissolved on the expiration of its two year term or on the passing of a motion of censure carried by two-thirds of the members present and voting at an emergency General Meeting called specially for such purpose.
- 11.3 All decisions of the Executive Committee shall be taken by a simple majority vote. In the event of a tie, the President shall have a casting vote.
- 11.4 A quorum of the Executive Committee shall be formed when there are six officers present, including either the President or the Vice President.

## **12.0 DUTIES OF THE OFFICERS**

### **12.1 The President shall:**

- (i) Preside whenever present at the meetings of the Annual General Meeting.
- (ii) Decide the date, time, place and agenda of meetings in consultation with the Secretary and other members of the Executive.
- (iii) Be responsible for the general supervision of the activities of all officers of the Association.

### **12.2 The Vice President shall:**

- (i) Act for the President in his absence.
- (ii) Perform other duties as may be assigned to him by the President.
- (iii) Be responsible for mobilising support for increased membership for the Association.
- (iv) Assist in the establishment of branches in the States.

### **12.3 The Secretary shall:**

- (i) Keep proper records of the Association's membership activities and minutes of its meetings.
- (ii) Be responsible on the President's instruction for convening meetings.
- (iii) Act as the Chief Correspondent of the Association.
- (iv) Prepare and present an annual report of the Association's activities to the Annual General Meeting.
- (v) Hold an imprest to be determined by the Executive Committee and retire such imprest to the Treasurer.
- (vi) Supervise the Secretariat of the Association.
- (vii) Notify members of general meetings of the Association.

### **12.4 The Assistant Secretary shall:**

- (i) Assist the Secretary in the execution of his functions and in such other work as may be assigned to him; and
- (ii) Assist in general mobilisation for increased membership.

### **12.5 The Treasurer shall:**

- (i) Receive all monies belonging to the Association from all sources.
- (ii) Deposit such monies with the Association's bankers within three (3) working days of receipt.
- (iii) Keep records of all monies received, deposited or withdrawn on behalf of the Association.
- (iv) Seek information and advise on the investment of the Association's funds.
- (v) Submit an audited statement of account to the Annual General Meeting.
- (vi) Serve as one of the signatories to the Association's accounts.
- (vii) Act on the financial approval of the Executive Committee.

### **12.6 The Financial Secretary shall:**

- (i) Be responsible to the President on financial matters.

- (ii) Collect and keep a record of all dues and donations and hand over all sums collected to the Treasurer immediately.
- (iii) Prepare a list of the financial position of all members and read it at the Annual General Meeting.
- (iv) Ensure that the accounts of the Association are audited once a year in time for copies of the audited accounts to be distributed to members not later than 2 weeks prior to the Annual General Meeting.

12.7 The **Publicity Secretary** shall:

- (i) Be responsible to the President for the execution of the policies related to social and publicity matters as directed by the Executive Committee.
- (ii) Liaise between the mass media and the Association.
- (iii) Issue press releases and other information on behalf of the Association as directed by the Executive Committee.
- (iv) Be responsible for the publicity work of the Association.
- (v) Assist in the general mobilisation for membership, and
- (vi) Be responsible for publishing news from the Secretariat on a regular basis.

### 13.0 COMMITTEES

13.1 The Association shall have powers to set up its own standing committees and sub-committees. Initially, there shall be the following committees:-

- (i) Fund Raising
- (ii) Health
- (iii) Facilities Management
- (iv) Education
- (v) Legal
- (vi) Publicity

Between general meetings of the Association, the Executive Committee shall have the power to establish other committees as and when necessary, and appoint members thereto.

### 14.0 MEETINGS

14.1 An Annual General Meeting shall be held once in every year on a date set in the previous year. All paid up members of the Association shall be entitled to attend and participate in the business of the Annual General Meeting. Each member organisation may have a maximum representative of three members but each organisation shall have one vote only.

14.2 A quorum shall be formed when there is one-third of the registered members present.

14.3 The Annual General Meeting shall have power to:

- (i) Receive and debate the reports of the Secretary (which shall incorporate reports from branches) and the Treasurer's report which shall incorporate the Auditor's Certificate.
- (ii) Discuss motions and resolutions submitted to it by or through the Executive Committee not later than 7 days prior to the Annual General Meeting.
- (iii) Take policy decisions on all matters affecting the welfare of the Association.
- (iv) Carry out social activities planned for such Annual General Meeting by the Executive members.
- (v) Elect the national officers of the Association and the ordinary members of the national Executive Committee.

14.4 General Meetings of the Association will be held three times a year to follow the meetings of the Executive Committee.

14.5 An Emergency Meeting of the Association may be called at the written request of one tenth of the paid up members, but not less than six (6) paid up members, or at the discretion of the President in consultation with the Executive Committee.

## **15.0 FINANCES**

15.1 The funds of the Association shall be derived from:

- (i) Annual subscriptions
- (ii) Special contributions
- (iii) Grants and donations
- (iv) Sales from publications
- (v) Loans
- (vi) Fund raising activities
- (vii) Investments

15.2 The funds may be applied for such purposes and in such manner as the Executive Committee shall in its discretion determine as long as they are consistent with the objectives of the Association.

15.3 All monies received by or on behalf of the Association shall in the first instance, be paid into the Association's bank.

15.4 A bank account shall be opened for the Association to be operated by the President, the Secretary and the Treasurer or as the Executive Committee shall from time to time direct. Any two of the signatories shall be competent to operate the Association's accounts.

15.5 No member shall, except for professional services rendered at the request of the Executive Committee, on any pretext or in any manner receive any profit or emoluments from the funds or transactions of the Association.

15.6 The Treasurer shall present an Annual Statement of Account at the Annual General Meeting.

15.7 Full accounts of the financial affairs of the Association duly audited shall be delivered to every member together with the notice convening the Annual General Meeting by the Secretary.

15.8 An external auditor shall be named at the Annual General Meeting. He shall audit all the Books of Account of the Association at least once every year and at such a time as it might be deemed necessary. He shall prepare and submit to the Association an Annual Report on the audited Statement of Accounts. He shall have access to all accounts, statements and records of the Association for his annual examination.

## **16.0 BORROWING POWERS**

16.1 The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking, property and funds, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

## **17.0 SEAL**

17.1 The Board shall provide a corporate seal, which shall have inscribed thereon the name of the Association and all documents to be executed by the Trustees shall be signed by such of them as is appropriate and sealed with the corporate seal.

## **18.0 CODE OF CONDUCT OF MEMBERS**

18.1 Every member shall endeavour to behave in a way that will foster good relationship among members of the Association.

- 18.2 The Executive Committee reserves the right to suspend the appointment of any officer who is not performing his duties satisfactorily until the next Annual General Meeting.
- 18.3 The decision of the Executive Committee shall be subject to appeal to the Annual General Meeting whose decision shall be final.
- 18.4 On the recommendation of the Executive Committee, a General Meeting of the Association, called on a minimum of 10 days notice, may by a two thirds majority of paid up members present, vote to withdraw membership from any individual or organisation.

## **19.0 ELECTION**

- 19.1 All officers of the Association shall be elected as officers by secret ballot at the Annual General Meeting of the Association.
- 19.2 The Association shall nominate an electoral officer at the commencement of the Annual General Meeting in an election year. All electoral materials shall be made ready by the outgoing National Executive Committee before the election.
- 19.3 All questions for the determination of the Annual General Meeting of the Association shall be decided by a simple majority vote of the members present on a show of hands or otherwise as the President may direct, except matters touching on the amendment of the Constitution and the appointment of honorary members of the Association, which shall be determined by ballot.
- 19.4 During the election of the national Executive Committee members, the Electoral Officer will have a casting vote in the event of a tie during the Annual General Meeting.
- 19.5 When an office (other than that having a vice or an assistant) becomes vacant before the expiration of the 2 year term, the Executive Committee shall have power to select a replacement who shall be deemed duly elected until the next Annual General Meeting.
- 19.6 Members of the Association can vote and be voted for only when they have met all their financial obligations for at least two consecutive years and have attended Annual General Meeting at least once in the last two years. Associate and honorary members shall not be eligible to vote or be voted for.
- 19.7 An officer shall be eligible for election provided that no member shall hold the same office for more than two consecutive terms of two years each.
- 19.8 In an election year, handover notes shall be prepared by all national officers and the Association's property submitted to their respective successors, with a copy given to the Secretary at the Annual General Meeting.

## **20.0 ALTERATIONS IN CONSTITUTION**

- 20.1 Any provision of this Constitution may be amended at an Annual General Meeting of the Association. Notice of such amendment which may be proposed by any member of the Association shall be communicated to the Secretary, to reach him/her not less than sixty (60) days before the date of the Annual General Meeting at which it is proposed to be discussed.
- 20.2 The Secretary shall incorporate such proposed amendment in the notice to members convening the Annual General Meeting. No amendment shall be passed unless approved by at least a two-thirds majority vote or the next whole number greater than two-thirds of the members present and voting at such Annual General Meeting.

## **21.0 INCOME AND PROPERTY OF THE ASSOCIATION**

- 21.1 The income of the Association wheresoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly by way of dividend, bonus or profit to the members of the Association.
- 21.2 No member of the Association's Executive shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money's worth shall be given by the Association to any such member except for out-of-pocket expenses.
- 21.3 If, in the event of a winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution(s) or organisation(s) whose objectives are similar to those of the Association, and which 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 Association hereunder, such institution(s) or organisation(s) to be determined by the Executive Committee at or before the time of dissolution and, in so far as effect cannot be given to the aforesaid provision, then to some charitable organisation(s).

## **22.0 INTERPRETATION**

- 22.1 The national Executive Committee shall be the authority for the interpretation of these Rules, and Regulations made from time to time by the Association.

## **23.0 DEFINITION**

- 23.1 "Child" hereunder shall mean any child or young person under the age of 20 years and "Children" shall be construed accordingly.

## **24.0 APPROVAL**

- 24.1 This Constitution was approved at the General Meeting of the Association held on 10<sup>th</sup> May, 1994.

**SIGNED BY:**

**MARION D. SIKUADE  
PRESIDENT**

**R. O. AKINROYE  
SECRETARY**