**Otofure Dumpsite Waste Pickers Constitution**

1. **PREAMBLE**

We, members of the **Otofure Dumpsite Waste Pickers** (which also shall from time to time be referred to the association) having firmly and solemnly resolved to form a non-governmental, non-partisan, and not-for-profit Association by the name **Otofure Dumpsite Waste Pickers**, Do HEREBY make and give to ourselves the following constitution.

1. **NAME**

The name of the Association shall be theOtofure Dumpsite Waste Pickers

**ADDRESS**

Otofure Dumpsite, Otofure Community, Benin-City, Nigeria.

1. **MISSION STATEMENT**

To provide a broad based approach to managing and sustaining the Otofure Dumpsite in collaboration with partners.

1. **OBJECTIVES**

The key objectives of the Association shall be:

* Bridge gaps and support members to manage the Otofure dumpsite
* Promote environment-poverty linkage
* Social empowerment through community development

1. **MEMBERSHIP**

Membership is welcome and open to all individuals genuinely interested in the Otofure Dumpsite management and action on environment, who are competent with regard to effect same.

1. **ORGANS AND COMPOSITION**

The Association shall be composed of the following organs:

* + 1. The Executive Committee
    2. The Secretariat

(a) **Executive Committee**

1. There shall be an Executive Committee made up of
   1. Five members elected from the general assembly

1. The Executive Committee shall provide leadership, specify broad policy directions and develop administrative, financial and human resource policies for the Association.
2. The Executive Committee shall elect its chairperson amongst its

members and person so elected shall be known and referred to as the chairperson of the Association.

1. The Executive Committee shall have the right to approve the establishment of any other chapter and/or body of the Association and in accordance with the guidelines which it shall provide.
2. On the death, resignation or removal from office of an elected member, the Executive Committee shall take steps to procure the appointment and/or election of a fresh executive member and shall as soon as possible thereafter, take all lawful steps to procure the vesting of all property or assets of the Association in the name of the executive member as constituted after the said election.

1. The affairs of the association, in all matters not in these rules, shall be managed by the Executive Committee and shall include the implementation of programmes.

**(b) THE SECRETARIAT**

1. There shall be a secretariat for the Association and which shall be the clearing house of all functions of the Association.
2. The secretariat shall consist of the Executive Secretary and
   1. Any other supporting member who shall be appointed by the Executive Committee.
   2. The Secretariat, as aforesaid shall be responsible for the day-to-day operations of the Association and shall be answerable to the Executive Committee.
3. The Executive Committee shall appoint an Executive Secretariat

Who in turn shall be responsible for the Association’s Secretariat.

7**. MEETINGS**

(7.1) There shall be an Annual General Meeting (AGM) of the

Association

(7.2) The Annual General Meeting shall consist of:

* 1. Executive Committee
  2. Members

(7.3) Special Meetings of the Association may be convened

* 1. By the Executive Secretary of the Secretariat upon a request by the Executive Committee

(7.4) There shall be at least two (2) meetings of the Executive Committee between Ist January and 31st December of any given year, and which said meeting (s) shall be at the instance of the chairperson of the Committee.

(7.5) The chairperson of the Association shall preside over the

Annual General meeting and also over that of the Executive Committee. In the absence of the chairperson, the members present shall appoint one of their number (preferably a member of the committee) to chair the meeting.

(7.6) Every member of the Association shall be given a 21 day

notice of such meeting aforesaid. Such notices shall be in writing and shall be sent by the most appropriate means to each member at his/her last known address.

8**. QUORUM**

Five (5) members of the Executive Committee present shall

form a quorum in respect of any meeting of the Executive Committee.

(8.1) If a quorum is not formed one hour after the time for which

The BGM or the Board of Directors meeting is convened, the

Meeting shall be adjourned.

(8.2) A notice of at least fourteen (14) days shall be given of such

adjourned meeting and the members present at such adjourned

Meeting shall constitute a forum.

**9. VOTING AT MEETINGS**

Voting at any of the Meetings of the Association shall be by:

* 1. Open show of hand, or
  2. Secret ballot, or
  3. Any other manner and as determined by the Executive Committee.

* 1. At the Annual General Meeting (AGM) and/or meeting of

the Executive Committee of the Association, every member

(inclusive of the chairperson) shall have one VOTE and in the

Case of a tie of votes, the chairperson shall have a casting vote.

* 1. Except as otherwise provided in this constitution, decisions at

meetings of the Association shall be by a simple majority of the votes cast by voting members present.

**10. COMMON SEAL**

* 1. The Association shall have a Common Seal designed for and

approved for the exclusive use of the Association. The Seal shall be used on behalf of the Association by the Executive Committee.

* 1. The Common Seal shall be kept in the custody of the

Executive Secretary who is the Administrative Head of the

Association’s Secretariat, and who also shall produce same when required for use by the Executive Committee.

* 1. All documents to be executed by the Executive Committee

Shall be signed by at least (3) of them and sealed with the Common Seal.

1. **INCOME OF THE ASSOCIATION**
   1. The funding source of the Association shall be include but shall

Not be limited to:

* + - 1. Membership Dues and/or Levies
      2. Grants, Loans, Donations and any other legitimate source.
  1. The Association shall not accept any gift, loan, grant or

donation where the conditions attached thereto are inconsistent with the Associations Mission and/or capable of denting the image of the Association.

* 1. Any monies accruing to the Association shall be utilized for the

Realization of the objectives of the Association hereinbefore mentioned, in the manner prescribed by the Executive Committee.

All monies collected shall be paid into the Association’s bank account in the name of Otofure Dumpsite Waste Pickers Association, At a designated bank in Benin or any other place to be determined by the Executive Committee. The signatories to the aforesaid account shall be as directed by the Executive Committee.

* 1. The Executive Secretary or any duly designated person shall

Keep such proper books of account as shall enable him/her or the chairperson, to present at every meeting of the General Assembly or at any time if required, an accurate report and statement concerning the finances of the Association.

* 1. The Executive Secretary shall ensure that an audited statement of accounts of the Association is prepared and presented to the

Executive Committee, within three (3) months after the end of each financial year

**FINANCIAL ACCOUNTS/YEAR**

* 1. The Financial year of the Association shall be as directed by the Executive Committee.
  2. The financial accounts and reports of the Association shall be

prepared in accordance with the laws of the federal Republic of Nigeria, taking into account the tax exempt status of the Association.

1. **ASSETS**
   1. The assets of the Association shall be in the nature of:
   2. Chattels (real and personal)
   3. The Association’s financial balance
   4. Association’s goodwill.
   5. Such property aforesaid shall be registered and executed in the

name of the Association.

* 1. The Executive Committee shall have power to sell, lease,

Mortgage, pledge or otherwise dispose of the assets or property of the Association for the purpose of raising fund for the benefit of the Association

13 **APPOINTMENT OF AUDITORS**

13.1 The Executive Committee shall appoint the Auditor for the Association.

13.2 The Auditor so appointed shall hold office for two (2) years in

first instance and may be recommended by the Executive Committee for further terms not exceeding two (2) years at one time.

13.3 The Auditor shall be professionally qualified in that behalf and

Shall also be competent to practice in that capacity under the relevant laws of the country

13.4 The remuneration of the Auditor shall be as determined by the

Executive Committee in consultation with the General Assembly

**14 DISCIPLINE**

* 1. Gross misconduct or actions likely to dent the image of the

Association by any member and/or appointed/co-opted member of the Association shall be tried by a three (3) member Committee appointed by the Executive Committee and appropriate sanction recommended thereof.

* 1. Any member of the Executive Committee who fails and/or neglects to attend three (3) consecutive meetings of the Executive Committee without cogent reason, shall be deemed to have forfeited his/her seat and/or position.
  2. What is cogent shall be the objective standard and as set by the

Board of Directors

**15. FILLING OF VACANCIES**

* 1. Any vacancy in the Executive Committee, however, caused, shall

Be filled at the next meeting of the Executive Committee immediately following the occurrence of the vacancy unless the exigency of the time dictates the contrary.

* 1. The vacancy filled shall be subject to ratification by the General Assembly at its next meeting

**16. DISSOLUTION**

* 1. The Association may be dissolved if a motion to that effect is

proposed at a meeting of the Association and passed by two-thirds or more of all members present and voting. Notice of such a motion herein before mentioned shall be sent to all members three months before the meeting.

* 1. If a motion to dissolve the Association is carried by the said

majority, or in the event of involuntary dissolution or liquidation of the Association, the Executive Committee shall take immediate steps to convert into money, all the property or assets of the Association, provided that the General Assembly shall have the power to postpone or delay the conversion of any particular asset or property.

All funds of the Association and any proceeds of the conversion

Aforesaid shall be used to discharge all debts and liabilities of the Association including expenses incurred in the conversion aforesaid. Any balance remaining shall be disposed of in the form of aid to any other association(s), to be selected by the Executive Committee, whose objects are similar to the objects of the Association.

17 **AMENDMENT OF THE CONSTITUTION**

This Constitution may be amended or altered only at the General Assembly Meeting of which at least six (6) weeks notice of the intention to amend or alter the Constitution shall have been given to members. In order to effect the amendment or alteration, a simple majority of the members present at the meeting shall have voted in favour of the proposed amendment or alteration.

18 **SPECIAL CLAUSE**

18.1 The Income and property of the association whensoever and

Howsoever derived shall applied solely towards the promotion of the objects of the association as set forth in the 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 association.

18.2 NO ADDITION, alteration or amendment shall be made to or in

the CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Appropriate Government Authority.

18.3 In the event of the winding up or dissolution of the association, there

remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given to or transferred to some other institutions, having objects similar to the objects of the association and the governing 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 association at or before the time of dissolution or by virtue of the SPECIAL CLAUSE hereof, such institution or institutions to be determined by the members of the association, and if in so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

**19 INTERPRETATION**

If there should be any ambiguity or differences of opinion concerning the purport or interpretation of any of the foregoing provisions, reference shall be made in writing to the Executive Secretary, who shall refer the matter to the Executive Committee which may at its discretion seek the opinion of a professionally qualified legal practitioner, and shall be the final and binding upon all members.

**20 COMMENCEMENT AND CITATION**

* 1. This Constitution shall become operative as from 3rd January 2022.