

CONSTITUTION OF ESLP FOUNDATION

Educational Support for Less Privileged and Orphans

Preamble

The socio-economic development of every country lies in education.

Because of the poor government educational system and the taken over of private schools and universities, education has become very costly and difficult for families of the less privileged to send their children to school and higher Institutions while orphans lack necessary support to higher education.

If a brighter future of the children is enhanced through education, they will be able to help others and develop their communities and not end up gangster or liabilities to the society.

Through the provision of educational support, the less privileged children will be able to acquire education, at least up to the secondary school levels.

ARTICLE 1: NAME, SEAT, AIMS & OBJECTIVES

1.1 NAME

The name of the Foundation shall be **ESLP Foundation** hereinafter referred to as “the Foundation”, shall be a non-profit foundation operating exclusively for the promotion of goals and priorities laid out by the Board of Trustee.

1.2 SEAT AND REGISTERED OFFICE

- i. The Foundation shall continuously maintain a registered Office within Lagos State and Ondo state.
- ii. The Foundations principal administrative office shall be situated at such place as shall be determined by the Board of Trustees.
- iii. The Foundation shall also have offices including regional/state offices, at such other places as the Board of Trustees may determine and as the activities of the Foundation required.

1.3 AIMS AND OBJECTIVES

1.3.1 Aims

The aim is to help provide educational support for the less privileged children and orphans and help solve the problem by providing learning materials for pupils enrolled and grant educational support for their education at least to the WASC level and eventually to the University level.

1.3.2 Objectives

- i. To provide a conducive learning environment and materials for less privileged children and orphans.
- ii. To give quality education to the less privileged/orphans so that they will have a better future and be able to contribute to the development of their community and society
- iii. To establish a scholarship Fund to cater for the quality educational needs of the less privileged in the society by sponsorship from elementary education to the higher institution of education;
- iv. To organize, provide and ensure basic skill program and workshop where needed;
- v. To work hand in hand with people of like-minds running foundations with similar objectives both nationally and internationally to achieve the aspirations and goal of the Foundation.
- vi. The Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- vii. The Foundation shall not be operated for the primary purpose of carrying on a trade or business for profit.

ARTICLE 2: MEMBERSHIP

Membership shall be open to any individual, non-profit organization, business interests whose area of interests are related to supporting the less privileged children and orphans, irrespective of sexes, ethnic, political and or religious creed or profession.

2.1 CLASSES OF MEMBERS

The Foundation shall have two classes of members - Members and Associate members - each shall have the rights and privileges subject to stated limitations, as set forth in this constitution.

2.2 ADMISSION AND APPLICATION FOR MEMBERSHIP

- i. Any individual, non-profit organization or entity wishing to join the Foundation as “member” or “Associate member” shall sign and lodge with the Foundation, a written application for membership with the Chief Operating Officer (**COO**).
- ii. The application shall include a declaration by the applicant of its commitment to and the endorsement of the purposes and the objectives of the Foundation.
- iii. The Foundation’s Board of Trustees shall after review of the application and after due consideration of the **COO** decide whether the application for membership is meritorious and should be accepted.
- iv. The Board may at their discretion refuse to admit any person to membership where they have reasonable grounds to believe that if admitted to membership, such a person might act in a manner which would damage the reputation of the Foundation, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings.
- v. Admission to membership may be conditioned by the Board and effective only upon the applicant’s payment of dues and other levies. The Trustees shall consider each application for membership at the meeting of the Board of Trustees and shall within a reasonable time after the meeting, notify the applicant of their decision on the application.
- vi. A member may not transfer its membership to another.

2.3 REGISTRATION OF MEMBERS

The Foundations Board of Trustees shall maintain a register of members, setting out the full name and address of each member, the date on which such member was admitted and the date on which such a person ceased to be a member.

2.4 TERMINATION OF MEMBERSHIP

Membership shall terminate:

- i. With death of member
- ii. with resignation in writing or voluntary withdrawal from the Foundation.
- iii. with the loss of the free control of that member's property;
- iv. with dismissal by virtue of a Board resolution adopted by a two-thirds majority of members present or represented, provided that such majority constitutes an absolute majority of the members of the Board. Reasons for the adoption of the resolution shall be stated;
- v. if the member is expelled or removed in accordance with the provisions of this Constitution.

2.5 MEMBERSHIP RIGHTS AND PRIVILEGES

Each members and Associate members shall have the right to:

- i. participate in all the activities of the Foundation.
- ii. use the facilities of the Foundation upon a grievance
- iii. vote and be voted for.
- iv. receiving certificate of membership of the Foundation.
- v. attend all meetings of the members and the right to nominate and be nominated to serve as a member of any committee or Board of Director; provided that the right to vote and be voted for shall be limited to those members in good standing as defined in this constitution.

ARTICLE 3: GOVERNING BODY

- i. The Foundation shall have a Governing Body (GB) - Board of Trustee (BOT) - which shall consist of not less than three and not more than nine members.
- ii. The CEO of the Foundation shall be the Chairman of the Governing Body.
- iii. The Board may co-opt additional members to the Board.
- iv. Any such co-opted member shall hold office until the end of the financial year following that in which the member was co-opted.
- v. The members of the Governing Body shall include: The Chairman, the deputy Chairman, the Treasurer, the Chief Operating Officer and speaker of the Board of Trustee.

3.1 ROLE OF THE GOVERNING BODY

- i. The Governing Body (GB) shall act as a supervisory body, with the responsibility of supervising the activities of the Foundation.
- ii. All members of the Body shall devote time and energy to raising Funds for the Foundation.
- iii. They shall perform such administrative and management functions as they see fit.
- iv. The Governing Body is empowered to take decisions in respect of all matters for which provision is made neither in the law nor in these articles
 - i. The Governing Body shall elect from its membership the speaker of the Board of Trustee and the Chief Operating Officer.
 - ii. The Chief Operating Officer may act as the Secretary.
 - iii. The members of the Governing Body shall receive no remuneration for their activities. They are, however, entitled to reimbursement of the expenses made in the exercise of their duties on behalf of the Foundation.

3.2 POWERS OF THE GOVERNING BODY

- i. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments shall be endorsed in such manner as the Trustees may from time to time determine by resolution.
- ii. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the trustees.
- iii. The Governing Body shall hold at least three meetings or teleconferences in a year except annual meeting.

3.3 BOARD OF TRUSTEES

- i. The affairs of the Foundation shall be managed by a Board of Trustees, which shall be made up of trustees as may be determined from time to time. Financially sound.
- ii. Members of the Board of Trustee must be
- iii. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be more than five.
- iv. No person may be appointed as a trustee unless he or she has attained the age of 25 years.
- v. The Trustees may from time to time, by power of attorney, appoint any firm or person or body of persons to be the attorney or attorneys of the Foundation for such purposes and such powers, authorities and discretion vested in them.
- vi. Upon a vacancy occurring in the number of Trustees, Governing Body shall appoint another eligible member to the Board of Trustees.

3.4 BOARD OF DIRECTORS

- i. The Directors shall be appointed on the recommendations of the BOT of the Foundation.
- ii. The term of a director shall be three years.
- iii. No director shall serve more than two consecutive terms.
- iv. The Candidate must show interest in raising funds for the Foundation.
- v. A vacancy due to removal, resignation or death of a director, shall be filled by appointing of a new director by CEO of the Foundation after consultation with the Governing Body.
- vi. A newly appointed director shall serve unfinished term of the outgoing director.
- vii. Any Director who ceases to be a member of Foundation or who does not attend three consecutive meetings of the Foundation without a reasonable cause shall be removed from the Board at the discretion of Board of Trustee.
- viii. Any Board member who engages in activities contrary to the objectives of the Foundation shall be removed with an affirmative vote of simple majority of Board members. The affected member shall be notified in writing by Chairperson.

3.5 DISQUALIFICATION AND REMOVAL OF DIRECTOR

In addition to Section 2.4 of this constitution, a member of the Governing Body shall cease to hold office if he/she:

- I. resigns his or her office by notice to the Foundation (but only if at least two trustees will remain in office when the notice of resignation is to take effect)
- II. is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.
- III. is officially declared a bankrupt;
- IV. becomes a person of unsound mind;
- V. is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction;
- VI. has been removed by the Governing Body in accordance with the provision of this Constitution;
- VII. ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

ARTICLE 4: MEETINGS

4.1 ANNUAL GENERAL MEETINGS

- i. For effective administration of the Foundation, the Foundation shall have an annual general meeting.
- ii. The annual general meeting shall be held at such times and places as the BOT shall appoint. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- iii. The notice of the time and place of such Annual General Meeting shall be circulated by the **COO** or the secretary at least **21 days** in advance.
- iv. The Chairman shall chair the meeting, in his absence the deputy or any other official delegated by the Chairman.

4.2 SPECIAL MEETINGS

- i. Special meeting of the members may be called by the Chairman, or the Chairman of the Governing Body, or a majority of the members upon a written request to the COO.
- ii. Notice of such meeting shall be given in writing not less than 10 days prior to such meeting by the Secretary/COO

4.3 QUORUM

- i. One third (1/3) of all members, present in person, shall constitute a quorum at all regular and special meetings of the members for the transaction of business;
- ii. No business shall be transacted at any general meeting unless a quorum of members is formed.
- iii. If a quorum is not formed within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be formed, the meeting shall stand adjourned to the same day in the following week at the same time and place or at such time and place as the trustees may determine.
- iv. If after two consecutive general meetings quorum could not be formed, Quorum is automatically formed at the 3rd general meeting.

4.4 TELE-CONFERENCE PARTICIPATION IN A MEETING

- I. Members may participate in and vote at a regular or a special meeting of members by use of any means of communication (teleconferences) by which all members participating may simultaneously hear one another during the meeting.
- II. A member participating in a meeting by this means shall constitute presence in person at such meeting for purposes of a quorum.

4.5 PROCEEDINGS AT GENERAL MEETINGS

- i. The chairperson of the Governing Body or in his/her absence, his/her deputy shall preside over all meetings of the Foundation.
- ii. If neither the chairperson nor his/her deputy is present within fifteen minutes after the time appointed for holding the meeting, the trustees present shall elect one of their members to be chairperson and, if there is only one trustee present and willing to act, he/she shall be chairperson.
- iii. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.
- iv. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

4.6 VOTING

- i. At any general meeting, a resolution put to the whole meeting shall be by show of hands and every member in present in person or by a proxy shall have one vote.
- ii. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.

4.7 AUTHORIZATION

- i. Any corporation which is a member of the Foundation may by resolution of its directors or other governing body, authorize a person, as it thinks fit, to act as its representatives at any meeting of the Foundation or any class of members of the Foundation,
- ii. The authorized person shall be entitled to exercise the same powers on behalf of the corporation which he/she represents as that corporation might exercise if it were an individual member of the Foundation.

ARTICLE 5: OFFICERS OF THE FOUNDATION

5.1 OFFICERS OF THE FOUNDATION

- i. The officers of the Foundation shall be responsible for running and managing the affairs of the Foundation and may exercise such powers that are not inconsistent to these regulations and the provisions of this Constitution.
- ii. The principal officers of the foundation shall consist of a Chairman, deputy Chairman, secretary, the chief operating officer (coo) and the Treasurer.
- iii. The Board of Trustees of the Foundation and/or the general meeting may appoint 3-man or 5-man committees and designate such powers and duties as they see fit.

5.2 ELECTION OF OFFICERS

- i. The Chief Operating Officer, the Treasurer and the Secretary shall be appointed by Board of Trustees.
- ii. An office shall be vacant if:
 - a. The holder tendered his/her written resignation and such letter of resignation is accepted by a majority of members of the Governing Body.
 - b. Notice of resignation shall be given to the chief operating officer (coo) or the Chairman or the secretary not less than 21 days.
 - c. An office holder shall be removed from office for gross violation of this constitution or found guilty of fraud or embezzlement by any resolution of not less than 1/3 majority of members.
 - d. An office holder is found to be or become of unsound mind or incapable of performing the function of his/her office.

5.3 ROLES OF OFFICERS

The officers of the Foundation shall have the following roles:

5.3.1 The Chairman

- i. The Chairman shall be the Chief Executive Officer of the Foundation and shall have general supervision, direction and control of the business and officers of the foundation. He or She shall see that all orders and resolutions of the Board are carried into effect.
- ii. The Chairman, who shall also be the Chairman of the Board of Trustees, is responsible in leading the Board of Trustees in the best practices for the Foundation.
- iii. The Chairman shall have authority to delegate any specific powers to any other members of the Board.
- iv. The Chairman shall engage in the management of the Foundation
- v. The Chairman shall preside over all meetings of the Foundation and all meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed in the Bylaws.
- vi. The Chairman shall execute contracts on approval of the Board, instruments and documents on behalf of the Foundation.
- vii. The Chairman shall serve the Foundation for a term of 5 years and may serve for only two consecutive terms.

5.3.2 Deputy Chairman

The Deputy Chairman shall provide support for the Chairman and performs all duties of the Chairman in the his/her absence or disability.

5.3.3 Treasurer

The Treasurer:

- i. shall have the care and custody of all the funds and securities of the Foundation, and shall deposit said funds in such bank or trust company as the Directors may elect.
- ii. shall oversee the financial operations of the Foundation.
- iii. shall be responsible to maintain all accounts, file taxes in a timely manner and submit financial statement during the General meetings.
- iv. shall oversee the deposit of all money and other valuables to the credit of the Foundation as approved by the BOT.
- v. shall oversee the disbursement of funds of the foundation and the investment of its funds.
- vi. shall perform all the duties incident to the office of the treasurer and shall have such other rights, duties, and powers as are authorized by the Board from time to time.
- vii. shall supervise the preparation of the financial statements of the Foundation and preparing and presenting the Foundation's budget to the Board of Trustees
- viii. Shall, at the end of each year, present an audited copy of accounts of the foundation to the Board.
- ix. serve the Foundation for a term of 3 years and may serve for several consecutive terms if approved by the BOT.

5.3.4 Chief Operating Officer

The Chief Operating Officer (COO) shall:

- i. be appointed by the Board of Trustees and may also serve as the secretary of the foundation and shall attend all meetings unless expressly excused.
- ii. be provision of central source of guidance and advice to the Board and the Foundation on matters of ethics, conflicts of interest and good corporate governance.
- iii. perform the duties of the secretary in his absence.
- iv. assisting the Chairman to determine the annual Board plan and with the administration of other strategic issues at Board level;
- v. maintain contact information of all Board members.
- vi. provide the Board and trustees individually, with detailed guidance as to how their responsibilities should be properly discharged in the best interest of the Foundation.
- vii. be responsible for the compilation of Board papers and ensuring that the Board's discussion and decisions are clearly and properly recorded and communicated to the relevant quarters;
- viii. have other rights, duties and powers as are authorized by the Board from time to time.
- ix. serve the Foundation for a term of **5 years** and may serve several consecutive terms if approved by the BOT.

5.3.5 Secretary

- i. The duties and responsibilities of the secretary includes but not limited to the following:
- ii. Taking records of all meeting proceedings of the Foundation in a book or electronic format of device to be kept for that purpose.
- iii. .He/She shall be responsible to notify all members regarding time, place and agenda items of the meetings as stipulated in the constitution.
- iv. He shall serve the Foundation for a term of **5 years** and may serve several consecutive terms if approved by the BOT.

5.3.6 Committees

- i. The Board of Trustees and/or the general meeting may appoint 3-man or 5-man committees and designate such powers. The functions and duties of such Committees shall be specified.
- ii. No member of the Governing Body shall be a member of such committee.
- iii. The lifespan of any committee shall not exceed 6 months.
- iv. No member of a committee shall be compensated for his or her service on the committee.

ARTICLE 6: Accounts and Sources of Income

6.1 ACCOUNTS

- I. The financial year of the Foundation shall be from 1st January to 31st December of each year unless otherwise determined by the Board of Trustee
- II. The Foundation shall maintain the following separate categories of accounts:
 - a. Operative Account - This account should hold all income and funds of the Foundation. All day-to-day expenses, scholarships, educational financial supports etc. shall be paid through this account.
 - b. Savings or Investment Account - All surplus monies from Operative Account should be transferred in to an interest-bearing Savings or Investment Account.
- III. Any bank account in which any part of the assets of the Foundation is deposited shall be operated by the BOT and shall indicate the name of the Foundation.
- IV. The Chairman, the deputy Chairman and the Treasurer shall be signatory to the accounts of the Foundation
- V. At least 2 signatories are required for withdrawal from the Foundation's account out of which the Chairman must be one.
- VI. The books of accounts shall be kept at the registered office of the Foundation or at such other place as the trustees think fit, and shall always be open to inspection.
- VII. The BOT shall cause proper books of accounts to be kept regarding:
 - a. all sums of money received and expended by the Foundation.
 - b. the assets and liabilities of the Foundation.
- VIII. All demands for money and notes and other financial transactions of the foundation shall be with the approval of the BOT.
- IX. No member of the Management of Governing Body shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees;
- X. The private property of the officers or directors of the Foundation shall not be subject to payment of Foundation debts to any extent whatever.
- XI. An annual report on the activity of the Foundation shall be prepared by the Secretary and, after approval by the Governing Body, shall be communicated to the donors.

6.2 SOURCES OF INCOME

- i. The capital of the foundation shall consist of donations, grants, gifts, property obtained through testamentary dispositions and legacies, as well as other incomes.
- ii. The Foundation shall have the power to accept donations of money, property, or any interest therein, or any other thing of value, by gift, devise, or bequest, and to own or lease property, whether real or personal.
- iii. The Foundation shall seek for financial and material supports from individuals, both in Nigeria and overseas as well as from Companies, Institutions, and European Union.
- iv. The property and income of the Foundation shall be applied solely towards the promotion of the objects of the Foundation and no part of its property or income shall be transferred directly or indirectly to any person or body by way of dividends, bonus or otherwise as profit to any member of the Foundation.

- v. No part of the assets or earnings, current or accumulated, of the Foundation shall at any time inure to the benefit of any private individual.
- vi. The funds raised by the foundation, after making provision for its proper expenses, will be applied exclusively to support the activities of the Foundation.

ARTICLE 7: COMMON SEAL

- i. The Foundation shall have a common seal which shall be kept in the custody of the secretary, who shall produce it when required for use by the Trustees.
- ii. All documents, contracts and instruments executed by and on behalf of the Foundation shall be signed and sealed with the common seal.

ARTICLE 8: APPOINTMENT OF AUDITORS

- i. The general meeting shall appoint independent, qualified and licensed auditors to audit the financial records of the Foundation annually and submit an audited report to the Annual General Meeting of the Foundation.
- ii. The audited financial statements (balance sheets and income and expenditure account) duly certified by independent auditors, shall be annexed to the annual returns and filed with the Corporate Affairs Commission.

ARTICLE 9: AMENDMENT OF CONSTITUTION

- i. This Constitution may be altered or amended, or new provisions adopted, at any General Meeting by a two-thirds vote of the members if at least 21 days written notice is given of the intention to take such action at such meeting.
- ii. The Governing Body is authorised to draw up regulations dealing with matters for which provision has not been made in these articles.
- iii. The regulations shall not conflict with the law or with any of these articles.

ARTICLE 10: DISSOLUTION

- i. The liquidation of the foundation shall be carried out by the Board of Trustee.
- ii. During the proceedings for the liquidation, these articles shall apply to the extent possible.
- iii. If the Foundation is wound up or dissolved and after all its debts and liabilities have been satisfied and there remains any property it shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other charity or charities having objects similar to the Objects of the Foundation.
- iv. On completion of the liquidation proceedings, the books and records of the foundation shall remain for ten years in the custody of the person or persons appointed by the Board of Trustee.