



**AMENDED CONSTITUTION**



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CLAUSE 1 | TITLE

1. **WHEREAS** an association known as Isale Eko Descendants' Union made of indigenes of Isale Eko which provided a platform for social interaction amongst the indigenes of Isale Eko has been in existence from time immemorial.
2. **WHEREAS** upon the appointment of Honourable Justice Taslim Olawale Elias as the Chief Justice of Nigeria in 1972, he assembled sons and daughters of Isale Eko together to constitute Isale Eko Scholarship Fund Committee with the sole aim of raising funds for the education of the descendants of Isale Eko.
3. **WHEREAS** it was resolved to constitute a union by merging the Isale Eko Descendants' Union and the Isale-Eko Scholarship Fund Committee to be known as the ISALE EKO DESCENDANTS' UNION (hereinafter referred to as the “Union”).
4. **WHEREAS** it has been resolved therefore that the Union shall render charitable services to the less privileged and students of Isale-Eko origin, and to preserve and promote the culture and heritage of Isale Eko.

The Union shall raise money through donations and subscriptions which may from time to time be used for the purposes upon which the Union is established in accordance with the provisions of the Constitution.



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## CLAUSE 2 | AIMS AND OBJECTIVES

The aims and objectives of the Union shall be:

- (a) To foster and promote co-operation and spirit of oneness among Isale-Eko descendants;
- (b) To encourage the less privileged persons of Isale-Eko origin to further their education, by the Union offering scholarships and/or bursaries for courses of studies at secondary schools, colleges or institutions of higher learning;
- (c) To preserve and promote the culture and heritage of Isale Eko through a variety of activities including the education and orientation of young indigenes, maintaining of historical records and artifacts, as well as the publication of books and articles; and,
- (d) To promote quality healthcare, through funding and management of clinics in the locality.



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### CLAUSE 3 | MEMBERSHIP

- (a) Membership of the Union shall be open to all persons of Isale-Eko origin through either or both parent or any grandparent and who share the aims and objectives of the Union.
- (b) There shall be a Membership Committee, which shall have the powers to admit persons of Isale-Eko origin who have met the requirements for membership of the Union.
- (c) The Membership Committee shall consist of 7 (Seven) members, appointed by the Executive Committee, having regards to the following:
  - i) The Membership Committee members shall compose of a member of the Board of Trustee, and he/she shall be the Chair of the Membership of Committee; and,
  - ii) At least 2 (Two) female members.
- (d) The decision of the Membership Committee on the admission of new members, shall be by a simple majority of its members present.
- (e) Every applicant for membership shall be required to complete a membership application form, in the manner prescribed by the Membership Committee.



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CLAUSE 4 | PRINCIPAL OFFICERS

- (a) The affairs of the Union shall be organized and administered by:
  - i) The General Meeting;
  - ii) The Board of Trustees; and
  - iii) The Executive Committee.
- (b) The General Meeting shall consist of all members of the Union.
- (c) There shall be a Board of Trustees consisting of 5 members, each of whom shall be appointed at a General Meeting by two-third majority votes of members present.
- (d) The Trustees shall be registered, known and referred to as the Incorporated Trustees of the Isale-Eko Descendants Union in line with the Companies and Allied Matters Act No. 1 of 1999, Part C.
- (e) A Trustee may hold office for life but shall cease to hold office if he:
  - i) resigns his office;



- ii) ceases to be a member of the Union;
  - iii) becomes insane;
  - iv) is officially declared bankrupt;
  - v) convicted of a criminal offence involving dishonesty by a Court or tribunal of competent jurisdiction;
  - vi) is recommended for removal from office by a Board of Trustees, the Executive Committee and the majority vote of members present at any general meeting of the Isale-Eko Descendants Union; and,
  - vii) is over the age of 90 years
- (f) Upon a vacancy occurring in the number of trustees, a General Meeting will be held to appoint another eligible member as a Trustee.
- (g) There shall be an Executive Committee in charge of driving the vision, and the day-to- day administration of the Union, and it shall consist of the following officers whose tenure of the office shall be for three years:



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- i) Chair;
  - ii) Vice – Chair;
  - iii) General Secretary;
  - iv) Deputy Secretary;
  - v) Treasurer;
  - vi) Deputy Treasurer;
  - vii) Financial Secretary;
  - viii) Welfare Secretary; and,
  - ix) Culture Secretary.
- (h) A candidate for the position of Chair, Vice-Chair or General Secretary of the Executive Committee shall not be eligible for election unless his/her application form is endorsed by at least 2 (Two) members of the Board of Trustees, providing character references. Also, a candidate for the position



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of Chair, Vice-Chair or General Secretary of the Executive Committee shall possess the following qualities:

- i) Must be able to project Isale Eko and the Union positively;
  - ii) Must be at the top of his/her chosen career;
  - iii) Must not be actively involved in partisan politics;
  - iv) Must be a proud and fully committed descendant of Isale-Eko; and,
  - v) Must be a financial member of the Union.
- (i) Members of the Executive Committee who have served for an initial period of three years unblemished, shall, if they so desire, be eligible to contest for another term of three years.

### CLAUSE 5 | PATRON

- (a) The Patron of the Union shall be Oba Alaiyeluwa, the Oba of Lagos.





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- (b) There shall be 2 (Two) Vice-Patrons selected from the members of the Union.

### CLAUSE 6 | FUNCTIONS OF THE OFFICERS

- (a) The Chair shall convene and preside at all meetings. He/she shall along with the Treasurer and General Secretary sign all vouchers and cheques for legitimate expenses of the Union. It shall be sufficient if vouchers and cheques are signed by the Chair and by either the General Secretary or Treasurer. The Chair shall be at liberty to inspect the Union's Bank documents including statements at least once every three months. The Chair shall have a casting vote in addition to his normal vote.
- (b) The Vice-Chair shall act for the Chair in his absence and shall perform duties as may be delegated by the Chair from time to time.
- (c) The General Secretary shall attend to all correspondence for and on behalf of the Union and perform all administrative duties of his office. He/she shall submit a written Annual Report of the activities of the Union. He/she shall be responsible for the custody of all records and the Common Seal of the Union. He/she shall also keep a register of members, data bank and list of registered trustees.
- (d) The Deputy Secretary shall assist the General Secretary in the performance of his duties. The Deputy General Secretary shall deputize in the absence of the General Secretary.



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- (e) The Treasurer shall receive all moneys on behalf of the Union and account for all moneys so received. All moneys other than imprest shall be deposited as soon as possible with the banks approved by the Union. He/she shall not pay any bills, money or claim without a written order of vouchers signed by the Chair or himself. He/she shall present at every General Meeting of the Union a statement of the financial position of the Union for the information of members and he shall also submit the bank cheque books for the inspection of the Chair and any other interested executive member. He/she shall present to the Annual General Meeting an audited Balanced Financial Statements.
- (f) The Deputy Treasurer shall assist the Treasurer in the performance of his/her duties and he/she shall deputize for him whenever he is absent from the meeting.
- (g) In the absence of the Chair and the Vice-Chair, the Union shall elect one of its executive members to preside over any of its meetings.
- (h) The financial secretary shall collect all dues and levies from members, keep a record of all contributions, keep nominal roll of members, notify members of arrears, dues and levies, and notify all defaulting members of their financial obligations to the Union
- (i) The Welfare Secretary shall be responsible for the welfare of members of the Union as well as Isale Eko indigenes as the Executive Committee may direct from time to time.



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- (j) Culture Secretary will have the primary responsibility to promote and preserve Isale Eko history, culture and heritage
- (k) The officers of the Union shall be subject to spending limits as may be stipulated from time to time.

CLAUSE 7 | ELECTION OF OFFICERS

- (a) Election of officers shall take place every three years in April of the third year.
- (b) Bye-elections shall take place as and when an occasion demands.
- (c) Election shall be by secret ballot, and only financial members are entitled to vote and be voted for.
- (d) Election of Trustees shall be made by a majority of two-thirds of members present with the adoption of a special clause.

CLAUSE 8 | MEETING

- (a) The meeting of the Union shall be held within the last two weeks of each quarter at any place approved by the Union.



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- (b) All decisions save for constitutional amendment of the Union either at General Meetings or at Executive Committee meetings shall be by simple majority of members present and voting at the relevant meeting
- (c) Meetings of the Executive Committee shall be called by the Chair through the General Secretary or by two-third of the members of the Executive Committee

CLAUSE 9 | QUORUM

- 1. Quorum for General Meeting shall be formed by a minimum of 20 members present;
- 2. Quorum for the Executive Committee shall be formed when at least 5(five) members of the said Committee are present; and,
- 3. Quorum for the Board of Trustees shall be formed by atleast 3 members of the Board present.

CLAUSE 10 | FINANCE

- (a) Every member of the Union shall pay on or before 31st March of each year an annual subscription as fixed by the Executive Committee.



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- (b) There shall be established an Endowment Fund for the Union.
- (c) Members shall be invited to subscribe voluntarily towards the Union Endowment fund.

#### CLAUSE 11 | BANK ACCOUNTS

The Executive may from time to time open and maintain in the name of the Union, a bank account or bank accounts at such bank or banks as they shall from time to time decide and may at any time pay any monies forming part of the Union's Fund to the credit of any such account or accounts or place same on deposit with any bank or banker and all cheques and orders for payment of money shall be signed by at least two members of the Executive Committee appointed by majority of votes at a duly constituted meeting of the aforesaid committee.

#### CLAUSE 12 | INDEMNITY

- (a) Each member of the Board of Trustees is indemnified out of and from the funds and property of the Union against all loses, charges, costs, damages and other liability which the Union may suffer or incur as a result of the person executing the Union duties, save to the extent that such person acted negligently or fraudulently.



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- (b) No member of the Board of Trustees shall be answerable or deemed to be in any way responsible for any act or default of any other member or for any deficiency or insufficiency of any title or security whatsoever taken by the TRUST.

### CLAUSE 13 | AUDITORS

- (a) There shall be appointed annually a professional firm of Auditors to audit and certify the accounts and books of the Union. The Auditors shall be appointed by the members at any of its annual general meetings and shall be eligible for re-appointment.
- (b) The Executive Committee shall make available to the Auditors within three months of the end of every year ending on December 31st, all books of account of the Union and shall allow the Auditors access to all relevant records including account vouchers, books and all other documents relating to the Union.

### CLAUSE 14 | ASSETS AND LIABILITIES OF SCHOLARSHIP COMMITTEE

The Union shall have power to take over the assets and liabilities of the Scholarship Committee.



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### CLAUSE 15 | TRUSTEES

- (a) All real properties or interest therein belonging to the Union shall be jointly vested in its Trustees whose number shall not be more than five and these shall be known as “THE INCORPORATED TRUSTEES OF THE ISALE-EKO DESCENDANTS UNION”.
- (b) The Trustees shall be appointed at a general meeting of the Union and each one of them shall hold office for life or until he resigns or is removed from such office or ceases to be a member of the Union and is removed from such office by a resolution of the Union or becomes insane or is officially declared bankrupt or is convicted of a criminal offence involving dishonestly by a court of competent jurisdiction or ceases to reside in Nigeria.
- (c) Any financial member of the Union resident in Nigeria who commands the respect and confidence of the Union shall be eligible for appointment as a Trustee of the Union.
- (d) The Trustees shall purchase, lease or hire or otherwise acquire and hold any land, building, hereditaments of any tenure, and real or personal property for the Union in accordance with directions of the Union.
- (e) The Trustees shall not convey, let out or otherwise dispose of any property of the Union without a resolution duly passed for that purpose at an Annual General Meeting of the Union.



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- (f) The Trustees shall apply to the Registrar for Certificate of Incorporation under the Companies and Allied Matters Act Cap 59 Laws of the Federation of Nigeria 1990. If such certificate is granted, the Trustees shall have power to accept and hold in trust all land belonging to the Union and to acquire land on behalf of Isale-Eko Descendants Union subject to such conditions as the Registrar may impose.
- (g) A Register of Trustees stating their names, addresses and description shall be kept by the General Secretary.
- (h) In the event of any Trustee resigning or being incapable for any reason to act or fail whenever called upon by co-trustees, the Union shall appoint another in his place at a General Meeting.

CLAUSE 16 | SEAL

- (a) The Union shall have a Common Seal.
- (b) The Common Seal of the Union shall be as duly approved by the Union.
- (c) The Common Seal shall always be kept in the custody of the General Secretary and it shall be produced whenever it is requested for use by the Union.





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- (d) Any instrument to be executed by the Trustees shall upon a resolution of the Board of Trustees, be signed by any two of the trustees and sealed with the Common Seal of the Union.

### CLAUSE 17 | SPECIAL CLAUSE

The income and property of the Union shall be applied solely towards the promotion of the objects of the Union as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit to the members of the Union.

PROVIDED that nothing herein shall prevent the payment, in good faith or reasonable and proper remuneration to any officer or servant of the Union or to any member of the Union in return for any service actually rendered to the Union. But so that no member of the Executive Committee or Board of Trustees shall be appointed to any salaried office of the Union or any office of the Union paid by fees, and that no remuneration or that benefit in money or moneys shall be given by the Union to any member of the Board of Trustees or Executive Committee except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Union provided that the provision last aforesaid, shall not be applied to any payment of any Company to which a member of the Union may be a member in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.



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IN the event of a winding up or dissolution of the Union if 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 Union but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Union. The Board of Trustees, Executive Committee or any other committee of officers or members of the Union 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 institutions to be determined by the members of the Union at or before the time of dissolution and if in so far as effect cannot be given to the aforesaid provision then to some charitable objects.

### CLAUSE 18 | ALTERATION TO THE CONSTITUTION

This Constitution may be amended, altered or replaced in whole or part by any person(s) deciding to take such amendment, upon a Notice of Motion proposed by two members at a General Meeting and approved by 2/3 (two-third) majority votes of members present. Such amendment or alteration will only be effective on the approval of the Registrar-General, Corporate Affairs Commission.



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CLAUSE 19 | MISCELLANEOUS

There shall be a data bank which shall contain information on the Union and all persons of Isale-Eko origin whether members of the Union or not.

Dated this 31st day of October, 2019

CHAIR

SECRETARY