

agents of the Association upon the approval of the International Council shall be indemnified to the full extent permitted by law.

## **ARTICLE XIV: AMENDMENTS**

### **Section 1: Amendments**

This Constitution may be amended, added to, altered, repealed or a new Constitution may be adopted provided that:

(i). Notice of any such proposed amendment, alteration, repeal or adoption of a new constitution be presented to the International Council's meeting at least 10 days before the Annual Meeting at which the proposed changes would be deliberated upon or be contained in the notice of a specific meeting.

ii). Such addition, alteration or amendment shall command a majority vote of the Association's members present and voting at an Annual Meeting of the Association; such amendment, addition or alteration shall be initiated by the International Council itself and approved by a two-third vote of the full membership of the International Council either at any special meeting or at a regular Annual Meeting.

### **Section 2: The Meaning of Bylaws**

The International Council shall have authority over all powers not clearly stated. Also, the decision of the International Council shall be final on all questions as to the Construction or meaning of a part of this Constitution or any other rules of the Association. All powers on matters not herein specifically stated are hereby deemed to fall within the purview of the International Council subject to the Council's observance of international and national law.

### **Section 3: Constitution and Bylaws**

Whenever the words "constitution" and "bylaws" are mentioned, they can be used interchangeably and mean the same thing.

# **BYELAWS OF THE COMMONWEALTH ASSOCIATION OF NON-GOVERNMENTAL ORGANISATION, CANGO**

## **BYELAWS OF THE COMMONWEALTH ASSOCIATION OF NON-GOVERNMENTAL ORGANISATIONS**

### **PREAMBLE:**

Whereas in the quest for a better world and the securing of lasting solutions to society's fundamental problems; active and enduring civil society organisations are a vital and necessary complement to government, intergovernmental and business bodies; and

Whereas civil society organisations have acquired a powerful role alongside government and their voices ensure that the concerns of civil society are made known to political leaders, governmental officials and the general public;

Whereas we believe that civil society must be strong, must be respected, must be organised and must assert itself;

Whereas, during a gathering that was the Commonwealth Heads of Government Meeting, CHOGM and Commonwealth People's Forum in Abuja, Nigeria, December 1-7, 2003, Ambassador Dele-Israel Ikeorha of Development Clinic International (DECI), convened a conference of non-governmental organisations in the Commonwealth and proposed the founding of a commonwealth wide association of non-governmental organisations for humanity's well-being and subsequently initiated and mobilised support for the establishment of such a body;

Accordingly, representatives from Non-governmental associations throughout the commonwealth world and beyond, gathered at this International Conference 2003, to implement the vision of forming a commonwealth association of Non-governmental organisations; then

We, the representatives of non-governmental organisations from all regions of the commonwealth of nations, drawn from the broadest range of faiths, races and traditions, celebrating our diversity, with gratitude to the Creator for our many blessings and in the

operations shall be kept by Council's which records shall be kept with Association's records.

### **ARTICLE XII: AFFILIATIONS**

#### **Section 1: International Executive Committee Authority**

Authority to propose contracts of affiliation between the Association and public and private organisations; is possessed by the Secretary General. Such contracts, according to the terms contained therein, shall become binding upon the Association if ratified by 2/3 of the members of the International Executive Committee. No authority in the policy or administration of CANGO shall be possessed by any of its group affiliates. A majority vote of the members of the International Council shall be sufficient to terminate the above said contracts.

### **ARTICLE XIII: GENERAL PROVISIONS**

#### **Section 1: Contracts**

Any officer or officers or agent or agents may be authorised by the International Council to enter into any contract or deliver after executing any instrument in the name of and on behalf of the Association and the authority so conferred may be limited to specific instances or general in nature.

#### **Section 2: Drafts, Cheques and similar instruments**

Drafts, Cheques and other money payment orders, including notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer of the Association or other such authorised officer in a manner that resolutions of the International Council shall time to time determine.

#### **Section 3: Fiscal Year**

The Association's fiscal year shall be fixed by resolution of the International Council.

#### **Section 4: Indemnification**

International Council members and officers of the Association shall be indemnified by the Association to the full extent permitted by law. Also members, employees and other

advice to the International Council from time to time with respect to programmes and policy.

## **ARTICLE XI: COUNCILS**

### **Section 1: Councils, Formulation and Function**

Standing member Committees (Council) whose purpose is to provide forums for members with common interests may be established by a resolution passed by a majority of the International Council in meeting. These Councils could also from time to time advise the International Council on programmes of action.

### **Section 2: Membership of Councils**

After the establishment of any such Council, rules and guidelines regarding qualification for membership in the Council shall be established by the International Council. Recommendation for rules for membership of such Councils as well as for guidelines for such Councils shall be sought from such Association members who were active in the promotion of the establishment of such a standing Committee in the first place. Serving members of the International Council may be in such standing member Committees but same cannot hold elective office during their tenure in the International Council.

### **Section 3: Council Governance**

The Principal officers of a Council shall be the President and Vice President who shall be elected by the membership of the Council. Rules and guidelines for the Council's governance which are not part of this Constitution and which the International Council deems necessary or appropriate shall be established for the Council by the International Council. Rules for its governance that are not inconsistent with this Constitution or with any rules promulgated by the International Council may subsequently be adopted by each Council.

### **Section 4: Manner of Acting**

Established Councils under this Constitution only have the function of providing advice and drafting recommendations. But they are not themselves to adopt policies and programmes for the Association. A quorum of a Council shall be composed by a majority of the members thereof. An act of a Council shall be the act of the members of a Council present at a meeting where a quorum is present. Public records of their

belief that it is proper and beneficial to establish such a union to consult, cooperate and work together in the common interest of our peoples, in promotion of international understanding and world peace and to perpetuate good in service to humanity for a better world do hereby agree that this body, known as "The Commonwealth Association of Non-Governmental Organisations," shall be governed by the following provisions:

## **BYELAWS**

### **ARTICLE I: NAME**

#### **Section 1: Name :**

The name of this organisation shall be called the Commonwealth Association of Non-Governmental Organisations (hereinafter referred to as the Association).

#### **Section 2: Abbreviation and Short Title**

The Commonwealth Association of Non-Governmental Organisations shall also be known as the Commonwealth Association of NGOs and by its short title or acronym, CANGO.

### **ARTICLE II: MISSION AND PURPOSES**

#### **Section 1: Mission**

The Commonwealth Association of Non-Governmental Organisations is an international organisation whose mission is to serve its member organisations, provide the infrastructure and support needed by non-governmental organisations to grow, expand and multiply their capacities, network, partner, share, connect, empower, enrich, enlighten, interconnect and multiply their contributions to solving humanity's fundamental problems and create a better world to live in.

#### **Section 2: Purposes**

The Commonwealth Association of Non-Governmental Organisations adopts as its mandate the following purposes and objectives:

1. To unite Non-governmental organisations in the Commonwealth to cooperate and act for the attainment of global peace and advance humanity's well being.

2. Assist member organisations and individuals to achieve their humanitarian objectives, build a more responsive and better society, expand and build the capacities of effective organisations for volunteerism and humanitarian service in the Commonwealth.
3. To enlighten its membership, providing them with a forum to further explore and exploit their capacities to solve pressing local, national, international and global problems.
4. To provide a forum to network and use effectively within the Commonwealth, the rising power and responsibility of NGOs in the modern world and harness it for the good of mankind.
5. To promote information sharing, secure working partnerships with the Commonwealth and other intergovernmental bodies to ensure access to rights, voice concerns and provide a forum for interaction and exchange among its membership.
6. To strengthen NGOs' participation in the Commonwealth legislative processes, safeguard the right of NGOs to access the Commonwealth and to speak and have their voices heard at the Commonwealth.
7. Establish a platform to facilitate dialogue and linkage between Commonwealth NGOs and provide mechanisms that will help them build partnerships and networks to fulfill their humanitarian mission.
8. Empower its Commonwealth wide membership, enable them develop strength, gain respect/recognition, be self-assertive, more efficient and effective organisations.
9. Unite members in support and active promotion of the Commonwealth Declarations with particular emphasis on the Singapore Declaration of 1971 and Harare Declarations of 1991 which stress the need to foster international peace and security, liberty of the individual and equal rights for all, democracy and good governance, the importance of eradicating poverty, ignorance and disease and all forms of racial discrimination, and promote sustainable development.

or decreasing the membership of the International Council or by appointing, electing or removing any member of any other Committee or any member of the International Council or any officer of the Association. Such Committees shall have such names as shall from time to time be determined by resolutions of the International Council.

#### **Section 2: Minutes of Committees**

Committees shall appoint a Secretary for each meeting that they hold and it shall be mandatory on each Committee to keep regular minutes of its minutes and to keep the International Council regularly intimated of the same.

#### **Section 3: Term of Committee members**

Unless a Committee shall be sooner terminated or unless a member be removed from a Committee or unless such member shall cease to qualify as a member thereof, each member of a Committee shall continue as such; save also that the Committee itself or the International Council could appoint a successor.

#### **Section 4: Chair of the Committee**

One member of each Committee shall be appointed Chair of that Committee by the International Council or by the International Executive Committee.

#### **Section 5: Quorum**

Except an International Council resolution designating a Committee provides otherwise, a majority of the full Committee shall constitute a quorum and the act of a meeting of a Committee at which the requisite majority number constituting a quorum is present, shall constitute the act of a Committee.

#### **Section 6: Rules**

Each Committee of the Association may make rules for the governing of its functioning which are not inconsistent with this Constitution nor with any rules enacted by the International Council.

#### **Section 7: Advisory Panel**

An Advisory Panel made up of prominent and knowledgeable individuals qualified to assist the International Council may be designated by the International Council by resolution or resolutions adopted from time to time. Such Advisory Panel may also give

National and of a Sub-regional Chapter.

#### **Section 10: Dues**

Chapters shall not impose or assess dues on members. Chapters may however conduct fundraisings or social events, which shall require the payment of some money by members and others in order for some to participate.

It shall be the entitlement of each Chapter of the Association to receive a portion of the total dues collected from the membership of the Association. The amount of such entitlements is to be set by the International Executive Committee or some other designated Committee and calculated into the budget, which is to be approved by the International Council. The International Executive Committee shall however be at liberty to allot additional funds to chapters for the carrying out of specific purposes.

#### **Section 11: Cancellation or Suspension of a Sub regional or National Chapter**

If it appears in the judgment of the International Council that such particular action would be in the best interest of the Association; the International Council shall be empowered by affirmative vote of 3/5 majority of the full Council, to cancel or suspend any Chapter(s) of the Association. Such action shall however not affect the individual membership status of the Association's members of the particular Chapter or chapters involved.

### **ARTICLE X: COMMITTEES**

#### **Section 1: Designation, Membership and Powers of Committees**

A majority of the Council members present at a meeting of the International Council may by resolution, designate one or more temporary or standing Committees; each Committee consisting not less than two members of Council. Each such raised Committee shall according and subject to the resolution of Council creating it, have full power to exercise the authority of the International Council in respect of the specific matters for which it was raised including the power to cause the Common Seal of the Association to be affixed on papers in respect of its dealings which may require it; save that no such Committee shall have the power to or authority in reference to amending the articles, approving the sale, lease or exchange of all or substantially of the Association's property or assets adopting an agreement of merger or of consolidation, approving the dissolution of the Association or the revocation of the dissolution, amending the Byelaws of the Association; amending, altering or repealing any resolution of the International Council, increasing

10. To publish as a service to the membership and the world community in any form or by any means, electronic or manual, information including but not limited to conference proceedings, position papers, newsletters, journals, reports, monographs, etc which the Association deems relevant and consistent with the mission and objectives of the Association.
11. To act as spokesman on issues of mutual concern by working with and building partnerships with other organisations such as the United Nations, the Commonwealth, and other international bodies to voice concerns and advance objectives of its membership while providing members, big and small NGOs alike including those in developing nations with an international voice and platform to express or assert themselves.
12. To provide conferences, local, national and international to build the capacities of members, to accomplish their mission of creating a better society and world, economically, environmentally, politically, socially and morally.
13. To engage in other activities for which non-profit Corporation may be organised under international, federal and state laws and which are considered consistent with the mission and purposes of the Association.

#### **Section 3: Founding Principles:** The following principles of the Association are:

1. **Service:** Living for the sake of others and for a higher purpose is the proper and desired state for all levels and components of society; individuals, families, societies, corporations, nations and so forth.
2. **Dignity:** The dignity of every human being, the sanctity of human life must be preserved. To work towards respecting truth, humanity and justice.
3. **A Better World:** The world can be made a better place by united effort towards world peace, global well being, inter-religious, intercultural and interracial work and by active civil society action to transcend political, religious, cultural and ethnic barriers.

4. **Diversity:** Respect for differences and our diversity while recognising our common interests as citizens of one world. We are for difference, for respecting difference, for allowing difference, until difference no longer makes a difference.
5. **Human Rights:** The sanctity of human life and the fundamental human rights with which each person is endowed must be respected and not violated. These rights and freedoms are recognised in the Commonwealth Declarations 1971 and 1991, the United Nations Declarations of Human Rights, and human rights as entitlements of the individual without distinction as to race, sex, language, religion, nationality or social origin, property, political or other opinion, birth, country or residence, and other distinctions.
6. **Public Trust:** Public money, positions and offices, must not be used for selfish purposes; the sanctity of the environment is to be respected, all public assets are to be treated as a sacred, public trust and with utmost seriousness.
7. **Civil Society:** The development of a better world inter alia is dependent on an active civil society; hence civil society must be strong, respected, organised and assert itself.

#### Section 4: Nature of the Association

The Association shall be incorporated in Nigeria in line with the guidelines for accreditation of Non-governmental organisations with the Commonwealth Organisation and regulatory framework of the Nigeria National Planning Commission and shall strive to achieve charter status through an act of parliament of the Nigeria National Assembly or in line with any other framework within any nation of the Commonwealth of nations where the Association shall be having its principal office.

### ARTICLE III: OFFICES

#### *Section 1: Principal Office*

The Headquarters of the Association shall be located at such place, as the International Council shall decide. The International Council has full authority and power to change the location of said Headquarters from one site to another.

first of all approve any proposed activity or programme of those subsidiary chapters before they can be executed.

#### **Section 6: Governance of Sub regional and National chapters**

The Secretary of the Association shall send a notice to all members of the Association who reside in the designated territory announcing the action of the International Council and setting the schedule for the election of the first Executive Committee of the Chapter and of the constitution as soon as the formation of a National or Sub regional Chapter has been approved by the International Council. Three of the members who signed the application for registration shall be named in the notice as temporary officers. The adoption of the constitution and the election of an Executive Committee to run the affairs of the Chapter shall also be carried out through democratic procedures set out by the International Council. No part of any Chapter's constitution shall be at variance with any portion of this constitution nor shall it be at variance with any expressed purposes of the Association and shall be as approved by the International Council. A Chapter shall not without the approval of the International Council, change its boundaries, Constitution nor its name.

#### **Section 7: Administration of Regional Organisations**

It shall be the duty of the Secretary General to appoint officers of Regional Organisations subject to the confirmation of the majority of the members of the International Council.

#### **Section 8: Representatives of Regions and Nations**

National representatives and regional representatives may be established or the establishment thereof authorised by the International Council. National representatives may be appointed for any country in which CANGO is active but in which does not exist a CANGO Chapter. Such representatives shall serve as coordinator for CANGO activities in their respective nations. Also, representatives for regional chapters of the International body may be appointed for purposes of coordinating CANGO activities in the respective regions.

#### **Section 9: Membership of Sub regional and National Chapters**

All Association members resident within the territory of a Chapter shall automatically be considered members of that Chapter and same shall be entitled to all privilege enjoyed by members of that particular Chapter. An individual may be a member both of a

Secretariat of the Association.

Additional requirements may be established by the International Council. The International Executive Committee may approve Sub regional chapters provisionally until such a time as the International Council meets. A written application filed with the International Secretariat signed by a specified minimum number of CANGO members in that sub region shall be a prerequisite for granting recognition to a Sub regional Chapter by the International Council. Only individuals and organisations that hold membership of the International body are permitted to be members of the Sub regional body.

### **Section 3: Regional Chapters**

Regional organisations may be established to serve as coordinating bodies for activities in affiliated unions and sub-regional chapters. Regional chapters shall be under the direct supervision of the Secretary General who is the Chief Executive of the International Body. These Regional units are to operate within the major Geographical delimitations of the world viz: Africa, Europe, Oceania, the Caribbean, etc.

### **Section 4: Powers and Purposes of National and Sub regional chapters**

These offer important contributions to the International body through, giving the Association a local presence, coordinating activities in their territory and providing counsel and recommendations to the International body on matters relating to their countries or Sub region. Such activities as are consistent with the objectives of the Association are authorised to be taken by the National and Sub regional chapters. However activities beyond mere meetings of the Association of a public nature especially on matters concerning fund raisings shall receive prior approval of the Secretary General before they can be held. Such activities requiring the Secretary General's prior approval also include co-sponsorship or participatory activities of the Sub regional or National Chapter of the Association at which the CANGO name will be used. Chapters are advised to appeal to the Chair of the International Council for intervention upon the Secretary General refusing to give hi/her approval for proposed public activities.

### **Section 5: Powers and Purposes of Regional Organisations**

These shall be coordinating bodies with the International body and not separate entities with their own independent boards of directors. The Secretary General shall of necessity

### *Section 2: Other Offices*

The Association may have such other office or offices at such location or locations as the International Council or the International Executive Committee shall from time to time designate.

## **ARTICLE IV: MEMBERSHIP**

### **Section 1: Classes of Membership**

Non-Governmental Organisations shall constitute the main focus of the Association, though CANGO shall also has categories of membership available to persons whose interests are consistent with the goals of the Association. Categories of membership, which shall be delineated by the International Council, shall begin with:

- a. Organisation membership
- b. Individual membership

#### **A. Organisation Membership:**

There are several classes of organisation membership: Regular, Junior, Senior, Affiliate and Honorary.

**Regular:** Regular organisation members shall consist of authorised Non-Governmental Organisation members whose primary functions are consistent with the goals and objectives of the Association. Such regular organisation members shall have the right to participate fully in the Association's meetings including the right to vote or be voted for in relation to the organisation as long as it remains authorised. Each regular organisation member shall have the right to designate one voting representative

**Junior:** This category is open to young organisations whose primary functions are consistent with the goals and objectives of the Association. Such junior organisation members shall have the right to participate fully in the Association's meetings including the right to vote or be voted for in relation to the junior Council of the organisation or the organisation itself as long as this remains authorized by the International Council. Each junior organisation member shall have the right to

designate one voting representative

**Senior Member:** This form of membership shall be open to larger Non-Governmental bodies whose functions are consistent with that of the Association. The International Council shall establish guidelines for the granting of such senior memberships. Senior Organisation members shall have the right to participate fully in the Association's meetings including the right to designate two voting members and such organisations can also hold elective office as long as they are authorized by the International Council.

**Affiliate Membership:** This shall be available to organisations other than non-governmental organisations such as governmental, inter-governmental and business bodies who in the opinion of the Association are engaged in functions consistent with the purposes of the Association.. Such affiliate members shall however not have the right to participate fully in the Association's meetings including the right vote or to hold elective office in the Association

**Honourary Organisation Members:** The International Council is empowered by resolution to admit any organisation, which the said Council considers as having similar goals or objectives as CANGO and to confer Honourary membership status on it. As long as this membership subsists, such Honourary members can participate in meetings and activities of the Association but it or them shall not have the power to vote or to hold any elective office in the Association. Honourary membership of the Association shall subsist at the discretion of the International Council.

## **B. Individual membership:**

Membership classes available to individual natural persons shall be one of the several classes: Associate, Fellow and Honourary.

**Associate:** Associate Individual membership is available to persons whose interests, activities and/or background are consistent with the purposes of the Association. Associate membership can include individuals active in or engaged in leadership positions of non-governmental organisations, whether or not such

country may establish a national Chapter of CANGO. Such National Association shall fulfill the following conditions to be recognised by the Association.

- a. Such a National Chapter prior to its recognition must have demonstrated its ability to organise and maintain basic CANGO activities.
- b. Meet the minimum number of CANGO membership in the nation interested in forming the Chapter as set by a resolution of the International Council.
- c. Submit its organising documents (Byelaws of Incorporation or Constitution or Statute) to the International Executive Committee for the same's provisional approval and
- d. Be registered on the decision of the International Council with the International Secretariat.

Additional requirements may however hereinafter be established by the International Council. Provisional approval may be received from the International Executive Committee by National chapters until such a time that the International Council shall meet on the issue. Before any National Chapter can be approved same shall have to file a written application seeking such approval with the Secretary General, signed by a specified number of CANGO membership resident in that country; such a specified minimum directed by the International Council. Only members of the International body shall be permitted to hold National Chapter membership.

## **Section 2: Sub Regional Chapters**

With the approval of the International Council, members of the association resident in several countries in close proximity may form a sub regional body of CANGO. To qualify for recognition, a sub regional Chapter shall

- a. Meet the requirements for the specified minimum number of CANGO members in the region and/or affiliated nations as set by resolution of the International Council.
- b. Submit its organising Articles of Incorporation, Constitution, Statute or Byelaws to the International Executive Committee.
- c. Shall prior to its registration have demonstrated its ability to organise and maintain basic CANGO activities.
- d. On the decision of the International Council be registered with the International



other Officers as it deem necessary shall be appointed by the International Council which officers shall hold their offices for such terms and shall perform such duties and exercise such powers as shall be determined from time to time by the International Council. An affirmative vote of the majority of the International Council can at any time, with or without cause remove from office any elected or appointed officer if the Council considers that the best interests of the Association would be served thereby. Such removal shall however be without prejudice to the contract rights of any of the officers so removed even though such removal shall be final. Any vacancy caused in any office of the Association whether by reason of death, resignation, removal, and disqualification or otherwise shall be filled by the International Executive Committee until the International Council can meet to fill same.

#### **Section 8: Budget**

An Annual budget including proposed compensation of all employees shall be proposed by the Secretary General and this budget shall be subject to the approval of the International Council. Any payments constituting either of the following viz: salary, commission, books, interest, reimbursement for travel or entertainment expenses or rent incurred by said official shall be a deductible expense of the Association for Federal Income tax purposes to the greatest extent possible.

#### **Section 9: Use of Office Titles**

The following titles in order to protect their distinctiveness and stature when used to designate any officer of the Association may be used only as designated with the approval of the International Council and may not be used by any sub-unit of the Association. Those are:

- a. Chair of the International Council
- b. Secretary General
- c. Secretary of the Association
- d. Treasurer of the Association

### **ARTICLE IX: INTERNATIONAL AND NATIONAL ORGANISATIONS**

#### **Section 1: National Chapters**

With the approval of the International Council member of the Association residing in one

organisation is a member of the Association. Associate members shall have the right to participate in the Association's meetings and activities, but shall not have the right to be vote, vie for or hold elective positions in the Association.

**Fellow:** This category is conferred in recognition of unusual distinction or excellence exhibited by a certain individual or individuals and is a category of membership conferred by the International Council of the Association. The conferment of this class of membership which shall be a recognition on the basis of excellence in activities and pursuits relevant to the Association's goals shall include full voting rights and due qualification to hold elective office.

**Honourary:** This form of membership shall be conferred by the Association on the recommendation of the Secretary-General in recognition of any particular individual's efforts in improving the quality of life in the world. Such individuals can remain Honourary members unless or until the International Council decides otherwise. Honourary members shall however not possess the right to vote or be voted for though they can participate in other activities of the Association.

**Lifetime Membership:** Lifetime membership status shall be reserved for individuals who make payments of registration fee determined by the International Council and/or recommendation of the membership committee from time to time. Such fee shall not be less than the cumulative registration for ten years. Such members shall make a one-off payment to cover the lifetime registration fees for membership. However, members of the founding committee, including the initiator, shall have a special lifetime membership of the International Council and of the Association during their lifetime until they withdraw same on their own volition. Such lifetime membership of the founding committee also provides for them to hold any office and to have first consideration for any position vacant during their membership and lifetime.

#### **Section 6: Membership Committee**

The International Council may establish a membership Committee to recommend guidelines governing the admittance to the various classes of membership, rules governing certain aspects of their relationship with the Association and the issue of membership dues.

**Section 7: Membership of International Organisations**

Sections of International Organisations or national affiliate bodies of same can also apply for membership of CANGO if the said Chapter or its Executives or Trustees are independently registered or is a national or regional or at least an effective organisation.

**Section 8: Membership of Sections or Chapters of National Organisations:**

Sections of National Organisations are usually restricted from membership of the Association as membership is restricted to the national body. The International Council of the Association could however meet at any time to decide as to whether any section of a National Association should be made an exception to this general rule and granted membership.

**Section 9: Dues of Membership**

Membership dues and rules governing the payment of such dues shall be fixed from time to time by the International Council or the membership Committee so mandated. Amount of membership dues payable may differ according to status of individual or organisation membership or vary from region to region, or country to country or other distinctions the International Council deems proper. Such dues may however be waived for any particular member or members by the International Council on the recommendation of the Secretary-General. Membership dues could also be deferred or waived for any particular member or members by the International Council.

**Section 10: Termination of Membership**

Termination of membership relationship with the Association could be by either of the following:

- I. Resignation in writing by such member.
- iii. By removal: Members of the Association can be suspended or removed from said membership for activities fundamentally opposed or adjudged inimical to the interests and/or Articles of incorporation or byelaws of the Association. Non-payment of membership dues and/or untimely payment of membership

Secretary is not an elected member of the International Council, he or she shall attend International Council Meetings only as a non-voting member. A register of the mailing address of each member of the International Council shall be kept by the Secretary and for which register he or she shall be responsible. The mailing addresses shall be furnished to the Secretary by the members and the Secretary shall also cause to be given notices of all special meetings of the Association and he or she shall have custody of the Corporate Seal of the Association which Corporate Seal he or she shall have the authority to affix on any instrument requiring it and which so affixed; it may be attested by his/her signature. However general authority may be given by the International Council to any other officer to affix the Seal of the Association on any instrument and to attest the affixing of such seal by his/her signature.

**Section 6: The Treasurer of the Association**

The custody of the Association's funds and securities shall be with the Treasurer and he or she shall keep accurate and full accounts at disbursements and receipts in the Association's books and shall deposit all valuable effects including moneys and other valuable assets to the credit and in the name of the Association in such vault or location as may be determined by the International Council or International Executive Committee. Disbursement of funds on behalf of the Association shall be carried out by the Treasurer, so also shall he or she perform all other duties incidental to the office of the Treasurer in addition to such other duties as may be from time to time designate by the International Council and all the time ensuring proper vouchers for such disbursements. It shall be mandatory for the Treasurer to render to the Secretary General and to the International Council at its Annual Meetings or at such other time when the meeting requires it, an account of the financial condition of the Association including that of all his/her transactions as Treasurer. The Treasurer shall only attend International Council Meetings as a non-voting member if same is not an elected official thereof and in this circumstance, can only attend International Executive Committee meetings only if specifically asked to do so by the Chair or Secretary General of the International Council.

**Section 7: Election term and Removal**

The members of the International Council at its first organisational meeting and at Annual Meetings shall by majority vote choose a Vice Chair or Vice Chairs and a Chair of the International Council including other Association officers that are needed. Such

Chair of the International Council and that of Secretary of the Association at the same time.

### **Section 2: Chair of the International Council**

The International Council is presided over by the Chair of the International Council who shall perform all duties incidental to the office of Chair of the International Council including such duties as shall be from time to time determined by the International Council and as prescribed by this Constitution.

### **Section 3: Vice Chair International Council**

The Vice Chair(s) shall have such authority and perform such duties as shall be outlined by the International Council. A designated Vice Chair or Vice Chairs shall perform all the duties of the Chair only during the absence or disability of the Chair and in the performance of such functions, such Chair(s) shall have all powers of the Chair.

### **Section 4: Secretary General**

The Secretary General shall be the Chief Executive Officer/President of the Association under the International Council and shall exercise general supervision over the affairs of the Association and shall preside over the International Executive Committee. The Secretary General shall see that all the resolutions and orders of the International Council are carried out and same shall represent the Association at official functions unless this function is delegated by him/her from time to time. The Secretary General shall perform all the duties ordinarily incidental to the office of Secretary General and other responsibilities, as may be from time to time assigned him by International Council. The International Council shall designate the term of office of the Secretary General which term he or she shall serve by election subject to subsequent specific delimitations as may hereinafter appear. The Secretary General may however be further reappointed by the International Council after serving his term.

### **Section 5: The Secretary of the Association**

It shall be the Secretary's duty to attend International Council and International Executive Committee meetings and to record in a book to be kept for that purpose all the proceedings at such said meetings and same shall also perform for the standing Committees like duties when required. The Secretary General may designate a replacement for the Secretary at any meeting if same is unable to attend, for any reason. If the Association's

dues may constitute a termination of membership. Action to terminate or suspend such membership may be taken by the International Executive Committee of the Association. Initial action against apparent infraction of the Bye laws or rules of the Association could only amount to suspension which action is within the powers of the International Executive Committee, but final removal can only be approved by the International Council.

## **ARTICLE V : Governance: International Council**

### **Section 1: Responsibility**

The International Council shall be the supreme Governing body of the Association. It's vested with the Supreme and sole authority of making decisions affecting the goals, policy, plans and programmes of the Association. The International Council of CANGO has the final word as to whether any member is complying with the letter and spirit of the Associations' goals or not. The Council has the basic responsibility for funding all programmes and support services of and for the Association.

### **Section 2: Council Membership**

Membership of the International Council shall be made up of not more than 18 but not less than 6 members.

### **Section 3: Qualified Membership**

Membership shall be made up of official representatives of senior or regular members (organisations) and Fellows of the Association who would always be individual members. Membership of the International Council will only be maintained as long as Association membership subsists.

### **Section 4: Term of Membership**

Council members shall have three-year terms and may be re-elected. Such Council members' tenure is considered to commence at his/her election at an Association Annual Meeting and this term terminates with the election of his/her successor or with re-election at the third subsequent Annual General Meeting, whether this be greater, less than or exactly three years from time of re-election. The International Council membership is sequential and a third each of the Council's membership concludes its

tenure at each Annual Meeting of the Association.

#### **Section 5: Election of International Council Members**

Once yearly, the voting members of the Association present at the Association's General meeting shall vote on election (or re-election) of one-third of the International Council or a close approximate of same in the case of a Council membership not divisible by three. These elections shall be made from nominations made by the Nominating Committee. The afore-stated procedure is to begin with the first Annual Meeting upon the memberships' approval of the constitution with the initial interim International Council members being appointed according to the arrangement of approximately one-third of the members for a one-year term, approximately one-third of the members for two-year terms and approximately the other Council members remaining for three-year terms. By this arrangement hence, all posts in the International Council would be subject to election over a period of three years. And in two of those said years, the total number of Council seats open for elections shall be the nearest number to one-third of the total International Council membership and in the third year, the remaining number of Council seats shall be vied for in an election. The only exception to the above procedure in this constitution is that the person occupying the position of the Secretary General of the International Council is automatically re-elected to his position in the International Council on any year that he or she is a candidate for the Council.

#### **Section 6: Election of officers into the International Council**

A majority vote of the International Council members present at the Annual Meeting of the International Council shall be sufficient to elect the officers of the International Council - the Chair and the Vice-Chair(s). This election for officers is to take place as specified in Section II of this Article after the election of the members of the International Council by the Association members has taken place. The International Council may assign to any of its members subsequently any additional title that it deems appropriate.

#### **Section 7: Quorum and Voting in the International Council**

A majority of the number of Council members fixed by these bylaws shall be sufficient and necessary at any meeting of the International Council to constitute a quorum for purposes of the transaction of all business. A majority of all the votes duly cast at a meeting of the International Council and at which meeting a quorum is present, shall be adequate to authorise action in respect of any issue which has properly come before

transaction of all business. Such majority votes cast at a duly called International Executive Committee meeting shall be mandatory and sufficient to authorise the taking of any action upon any matter properly under consideration at such meeting.

#### **Section 8: Meetings by Telephone or Internet**

Members of the International Executive Committee may participate in a meeting of the International Executive Committee by means of Conference Telephone, Internet communication or similar Telecommunication equipment by means of which all persons participating in the meeting by use of such equipment shall constitute presence in person at such meetings. Prior written notice of Telephone meetings is not required. Confirmation in writing of all decisions reached at such Telephonic International Executive Committee meetings shall be required to be made by the participating International Executive Committee members.

#### **Section 9: Action without a Meeting**

The International Executive Committee shall have the power to validly arrive at decisions without the necessity of calling a meeting if a written consent setting the decision of members of the Committee is duly and properly signed. The written consent may be signed by counterparts each of which counterpart shall be deemed one document when taken together. Such written consent shall be deemed the minutes of an International Executive Committee Meeting and shall be duly inserted as such in the minute book of the International Committee.

### **ARTICLE VIII: OFFICERS**

#### **Section 1: Designations**

The International Council shall elect Officers of the Association and these shall be: A Chair of the International Council, One or more Vice Chairs of the International Council, a Secretary General, a Secretary of the Association and a Treasurer of the Association. The above officers of the Association shall serve at the pleasure of the International Council and shall perform such duties and have such authority as shall be from time to time prescribed by the International Council. The required qualifications for officers of the Association may be from time to time specified by the International Council. One person may hold any number of offices unless applicable laws, this constitution or the Articles otherwise provide but save that the same person may not hold the offices of the

## **ARTICLE VII: GOVERNANCE: International Executive Committee**

### **Section 1: Responsibility**

The International Executive Committee shall be responsible between meetings of the International Council, for the conduct of the affairs of the Association and for implementing the decisions of the International Council. The Association's Annual Meetings are also convened by the International Executive Committee.

### **Section 2: Number**

The International Council shall have the discretion of determining the number and constitution of the International Executive Committee but such number shall not be less than three or more than seven (7) voting members.

### **Section 3: Committee Leadership**

The Chair of the International Executive Committee shall be the person of the Secretary General of the International Council at any given time. If the secretary General of the Association is a member of the International Council then same shall also serve on the International Executive Committee. But said Secretary General shall only be able to attend International Executive Committee Meetings as a non-voting (ex-officio) member if he or she is not a member of the International Council.

### **Section 4: Appointment**

It shall be the responsibility of the International Council to appoint the members of the International Executive Committee from among its number for lengths of terms to be determined by the International Council.

### **Section 5: Eligibility**

Any member of the International Council shall have eligibility to serve on the International Executive Committee. An individual shall immediately become ineligible to serve on the International Executive Committee when he or she/she ceases to be a member of the International Council.

### **Section 6: Voting and Quorum of the International Executive Committee**

A majority of the number of Committee members at any meeting of the International Executive Committee shall be necessary and sufficient to constitute a quorum for the

the Council that is unless assent by a greater proportion is required in respect of such matter by enacted law or by the Certificate of Incorporation of the Association or by this constitution. If a quorum cannot be reached at an Annual Meeting of the International Council Meeting scheduled for the same time as an Association Annual Meeting, then another Council meeting shall be called as soon after as an Association Annual Meeting as a quorum of the Council can be constituted.

### **Section 8: International Council Membership Expansion**

The size of the International Council may be expanded by the International Council inside the guidelines of Section 2 of this Article, so long as such intended expansion be intimated to all members of the International Council not less than ten days before the Annual Meeting at which such changes will be presented and voted upon. A majority vote of the Council members then in office shall be used to fill such newly created Council membership seats. Such a vote shall only involve qualifying Association members whom at the particular time are in good standing. Such newly elected Council members are to be elected for three, two or one year terms or less following a format which shall make for an approximately equal number of seats in the International Council being subject to election each time at an Annual Meeting of the Council.

### **Section 9: Council Vacancies**

The death, incapacity, resignation or removal of any Council member or otherwise as provided by law shall bring about a vacancy in the International Council. Any qualifying member of the Association in good standing may be elected by the other Council Members then in office, whether in quorum or not; to fill any such vacancy so left for the remainder of the term. The affirmative vote of 4/5 (four-fifth) of the International Council shall be sufficient to remove with or without cause a member from office in the manner provided by these byelaws.

### **Section 10: Powers and Duties**

Control and management of the affairs and property of the Association shall be in the custody of the International Council. All such powers of the Association and the doing of all such lawful acts and things as are not restricted by statute or by this constitution or by the Articles, shall be properly carried out by the International Council. Certain of the duties of the International Council may be delegated by same to an additional Committee created by the Council members or the officers of this Association according to Article X

of this constitution.

**Section 11: Annual Meetings**

Meetings of the International Council shall be once a year at the time of the Association's Annual Meeting or otherwise as necessary at the request of the Chair of the Council or International Executive Committee. International Council Meetings shall be held without notice once yearly immediately after Association member meetings and at the same venue as such meetings and which meetings shall be for the purpose of electing officers and transacting such business as may properly come before the Council.

**Section 12: Special Meetings**

The Chair of the International Council, the Secretary General of the Association or a majority of the International Executive Committee may call a special meeting of the International Council. Service of the Notice of the time and place of the meeting shall be served either personally or by mail (including E-mail or via facsimile transmittal) upon each Council member not less than seven (7) days before such meetings and if by mail, such notice shall be: (i) Deemed delivered when deposited in the Nigeria mail address to the member. (ii) Directed to the Council member at his/her residence or business address as it appears in the records of the Association.

**Section 13: Locations**

Meetings, both regular and special, may be held by the International Council both within and without the country or state.

**Section 14: Voting**

Each Council member shall have one vote at all meetings of the International Council.

**Section 15: Presumption of Assent**

A Council member of the Association who is present at a Council Meeting, unless same forward a written dissent to the Secretary of that meeting before its adjournment or his dissent is recorded in the minutes of such meeting or unless he or she forwards his dissent in writing by registered mail immediately after the adjournment of the particular meeting to the Secretary of the meeting; shall be deemed to have assented to all decisions taken at such meeting. But a Council member, who voted in favour of a particular action, shall not have open to him afterwards the benefit of such dissent.

**Section 16: Action Without a Meeting**

A written consent signed by all the members of the Council setting forth the terms at a particular action to be taken shall not require a formal meeting for such decision to be in force. Such document could be signed in two or three counterparts all of which shall be taken as one document and each of which shall be deemed an original. Any of these documents shall be inserted in the minute book and which document shall itself constitute part of the minutes of Council Meetings.

**ARTICLE VI: GOVERNANCE NOMINATING COMMITTEE**

**Section 1: Number**

The International Council shall have the discretion of fixing the number and constitution of the Nominating Committee but the number of such Committee must be at least three.

**Section 2: Appointment**

The Chair of the International Council and/or Secretary General shall have the prerogative of appointing the members of the Nominating Committee subject to the confirmation of the International Executive Committee. The International Council shall set the term of the members of the Nominating Committee. Recommendation for appointment can also come by petition from at least eighteen (18) members of the Association, a majority of whom must be organisation members.

**Section 3: Eligibility**

Individuals eligible to serve on the Nominating Committee shall be: any official representative of a regular or senior organisation member or any CANGO Fellow (individual member) including also members of the International Council. An individual can only maintain his/her membership of the Nominating Committee as long as such a one maintains his/her Association membership.

**Section 4: Purpose**

Presentation of candidates for election to the International Council shall be the responsibility of the Nominating Committee alone. The Nominating Committee shall only consider candidates who would advance broad international representation on the International Council.