

# **THE CONSTITUTION OF SAVANNAH BANK OLD STAFF ASSOCIATION (SABOSA)- (RC-7359563)**

## **SECTION 1**

### **ARTICLE 1: NAME**

- a) The name of the Association shall be known as **SAVANNAH BANK OLD STAFF ASSOCIATION**. (Hereinafter referred to as 'the Association')
- b) Acronym: The acronym of the Association shall be SABOSA
- c) Motto: The motto of the Association shall be: UNITY AND STRENGHT
- d) The Association shall be a non-profit, non-political and non-sectarian organisation.

### **ARTICLE 2: HEADQUARTERS**

The Headquarters of the Association shall be located in LAGOS, Nigeria, where the Headquarters of the Bank is located.

### **ARTICLE 3: INTRODUCTION**

#### **a) VISION STATEMENT**

Be a cohesive old staff Association widely spread at home and abroad.

#### **b) MISSION STATEMENT**

To share love and cooperation among old colleagues towards solving personal and group problems.

### **ARTICLE 4: SHARED VALUES**

Protecting collective and individual rights, interest and entitlement of members and that of Savannah bank other stake holders.

### **ARTICLE 5: AIMS AND OBJECTIVES**

- a) To socially interact and relate with old colleagues and friends.
- b) To collectively defend and protect the interest of members of the association except for religious, tribal and political affiliations.
- c) To support the course and progress of the bank.
- d) To protect the assets of the individual members and of the bank.
- e) To pursue any other course that may be beneficial to members but not inimical to the bank.
- f) To acquire assets for the association as at when convenient.
- g) To promote and enhance the health, economic well-being and welfare of members,
- h) To promote policies and programs that will encourage beneficial relationships amongst members of the Association.
- i) To support all meaningful and legally accepted activities for the advancement of the Bank.
- j) To undertake other activities which are beneficial to humanity.

## **SECTION 2**

### **ARTICLE 6: MEMBERSHIP**

- a) The membership of the Association shall be open to all those who previously worked in the bank.
- b) A registered member might be required to pay certain prescribed dues as and when due to maintain his/her membership
- c) A registered member shall abide by the provisions of this Constitution, the Code of Conduct of the Association, and other rules and regulations prescribed by the organs of the Association including the followings:

## **SECTION 3**

### **ARTICLE 7: ORGANS OF THE ASSOCIATION**

The activities of the Association shall be controlled by the followings:

- a) Board of Trustees  
The Board of Trustees shall be the highest organ of the Association.
- b) Management Council  
The Management Council of the Association shall consist of:
  - i. The National Executive Council (NEC)
  - ii. The State Executive Council (SEC) or Branch Executive Council (BEC)
- c) There shall be a General Conference, the composition and functions of which shall be as stated in Article8.

### **ARTICLE 8: THE GENERAL CONFERENCE**

- a) The General Conference of the Association shall be held once in every two years on a date and venue which shall be determined by the National Executive Council and approved by Board of Trustees. It is open to all members of the association.
- b) However, the NEC may approve that the conference shall be by delegates from the SEC OR BEC as the case may be.
- c) The General Conference shall be presided over by the Chairman of Board of Trustees, in his absence by Vice Chairman of the Board or in his absence the President of the Association in that order.
- d) The General Conference shall be duly convened if a notice to that effect is issued to all organs NOT LATER than 90 days before the date of such General

Conference by the General Secretary on the directive of the Chairman of the Board of Trustees.

- e) The General Conference shall undertake the following business:
  - i. Receive the address of the Chairman, Board of Trustees
  - ii. Receive the speech of the President of the Association
  - iii. Receive and approve the report of the Secretariat from the General Secretary
  - iv. Receive and approve the financial report including the audited account for the preceding year from the National Financial Secretary.
  - v. Consider other matters recommended by the National Executive Council
  - vi. Deliberate on motion submitted by any organ of the Association provided that such motions are received by the secretariat NOT LATER than 60 days prior to the General conference.
- f) The quorum for the General Conference shall be one-third of the total number of delegates expected to attend.
- g) The Board of Trustees shall under special circumstances have powers to postpone the General Conference for a period of time not exceeding thirty (30) months from the date of the last General Conference.
- h) In Special circumstances an extraordinary General Conference may be convened by a consensus of the Board of Trustees and the National Executive Council

#### **ARTICLE 9: BOARD OF TRUSTEES**

- a) The Association shall constitute a Board of Trustees (BOT) from among its members who shall have final say on all issues or matters concerning the Association.
- b) Members of the Board of Trustees shall not be less than 2 (two), and not more than 7 (Seven).
- c) Nomination of members into the BOT shall be called upon the vacancy declared by the Board of Trustees and announced to all other organs of the Association.
- d) A Trustee of the Association shall be appointed by the joint meeting of the Board of Trustees and the National Executive Council. and ratified by the General

Conference for the purpose of the COMPANIES AND ALLIED MATTERS ACT, 2020.

- e) The Trustees shall be presided over by a Chairman appointed amongst themselves. In his absence, any member may be nominated by the consensus of the other members of the Trustees
- f) The responsibilities of the Board of Trustees shall include:
  - i. The Board shall meet at least once in every 6 (six) months to receive the report of the National Executive Council on the state of affairs of the Association
  - ii. All properties of the Association shall be vested in the Trustees who shall hold same in trust and for the benefit of the Association
  - iii. The Trustees shall have powers to acquire and own land, landed properties or any other asset whether movable or immovable in trust for the Association
  - iv. The Trustees shall maintain the registration of the Association under the COMPANIES AND ALLIED MATTERS ACT, 2020.
  - v. The Trustees shall act for the Association in all legally binding transaction
  - vi. The Trustees shall do any other things to serve the interest of the Association.
  - vii. The Board shall have final say on all matters of the Association where the joint meeting of all organs of the Association could not reach an agreement PROVIDED they are guided by the provisions of the Constitutions of the Association and the Constitution of Federal Republic of Nigeria.
- g) The meeting of the Trustees shall be duly convened if a notice to that effect is issued to all members at least 7 days by the Secretary of the BOT at the instance of the Chairman of the Board or the BOT at a previous meeting
- h) The Chairman under special circumstances shall have powers to postpone the meeting of the Board for a period of time not exceeding nine (9) months from the date of the last meeting

- i) In special circumstances an emergency or extraordinary meeting of the Board may be convened by Secretary to the Board upon the directives of the Chairman of the Trustees
- j) Appointment to the Board of Trustees shall be for five years and any member shall cease to hold office if he/she
  - i. Dies or becomes insane
  - ii. Resigns membership of the Board
  - iii. Is officially declared Bankrupt
  - iv. Is convicted of a criminal offence by a court of competent jurisdiction
  - v. Is recommended for suspension or removal for reasons of 4 incompetence, any proved gross misconduct, other acts of misdemeanor, dereliction of duties including absence from 4 consecutive meetings without reasonable excuse or acts not in consonance with the Code of Conduct of the Association .
  - vi. The suspension or removal shall be by a resolution to that effect supported by a simple majority of members of BOT and NEC present at a duly convened meeting and ratified by the General Conference

#### **ARTICLE 10: THE NATIONAL EXECUTIVE COUNCIL.**

- a) Without prejudice to the order of arrangement, the National Executive Council (hereinafter called the "NEC") shall comprise:

- i. The President
- ii. The 1<sup>st</sup> Vice President
- iii. The 2nd Vice President
- iv. The General Secretary
- v. The Assistant General Secretary
- vi. The Financial Secretary
- vii. The Treasurer
- viii. The Public Relations Secretary
- ix. The Legal Secretary
- x. The Welfare Secretary
- xi. The Internal Auditor
- xii. Three Ex-Officio members

- b) The National Executive Council shall:

- i. Be opened to both male and female members of the ASSOCIATION for a minimum of 5 years and who MUST have successfully served without blemish in some capacity in any organ of the Association.
- ii. Oversee the smooth and efficient running of the Association in and outside Nigeria
- iii. Have control over the National Secretariat.
- iv. Be responsible for general administration, formulation of policies and strategic direction of the Association.
- v. Execute the policies and decisions of the General Conference, Board of Trustees and the National Executive Council.
- vi. Prepare the annual budget for the National Secretariat and estimates for national projects of the Association for the consideration and approval of a joint meeting of the Board of Trustees, National Council of Elder and National Executive Council.
- vii. Have powers to create, recognize, inaugurate, close or dissolve SEC, BEC or committees of the Association in furtherance of the aims and objectives of the Association.
- viii. Approve the selection of members of the SEC OR BEC and ratify the appointment as recommended by the responsible SEC OR BEC.
- ix. Have powers to correct and discipline including disbanding any SEC OR BEC whose activities is in violation of the provisions of this Constitution, Code of Conduct and other rules and regulations of the Association
- x. Consider and approve the programmes of the SEC OR BEC and committees of the Association
- xi. Receive and consider reports of the SEC or BEC and committees of the Association on their various activities.
- xii. Prepare a comprehensive report on the entire activities of the Association for presentation to the General Conference.
- xiii. Publish reports of the proceedings of the General Conference along with reports on the achievements and problems of the Association;
- xiv. Fill any vacant NEC office in an acting capacity for a period of not more than six months after which the normal process of selection shall be instituted by National Council of Elders.
- xv. Have powers to appoint a Constitution Review Committee to study the constitution of the Association and propose necessary amendments
- xvi. Present half yearly report to the Board of Trustees.
- xvii. Meet with the SEC OR BEC at least once in every 6 months to consider their report.
- xviii. Be headed by the President who shall preside over its meetings and in his absence, the 1<sup>st</sup>Vice-President or the 2<sup>nd</sup>Vice President in that order. In the absence of the 1<sup>st</sup>and 2<sup>nd</sup>Vice-President any member may be nominated by the consensus of the other members of the National Executive Council.
- xix. In the event of the removal from office, resignation or permanent unavailability of any portfolio holder, other members of the Executive Council may be nominated to fill these vacancies in acting capacities

by the consensus of the other members of the Council for a period not exceeding three (3) months. This shall also be applicable to the SEC OR BEC.

- xx. Make policies, rules and regulations as deemed necessary from time to time for clarification on any issue whatsoever.
- xxi. Have powers to delegate any of its functions to any officer or Committee setup by
- xxii. Meet at least once in every three months to discuss progress reports on the activities of the Association.
- xxiii. The meeting of the NEC shall be duly convened if a notice to that effect is issued to all members at least 7 days by the General Secretary at the instance of the President or the NEC at a previous meeting
- xxiv. The President under special circumstances shall have powers to postpone the meeting of the NEC for a period of time not exceeding six weeks from the date of the last meeting.
- xxv. In special circumstances an emergency or extraordinary meeting of the NEC may be convened by General Secretary upon the directives of the President.
- xxvi. Any member of the National Executive Council may be suspended and/or removed before the expiration of the term of appointment for reasons of incompetence, any proved gross misconduct, other acts of misdemeanor, dereliction of duties including absence from 4 consecutive meetings without reasonable excuse and acts not in consonance with the Code of Conduct of the Association and Articles of this constitution. The suspension or removal shall be by a resolution to that effect supported by consensus of members present at a duly convened meeting of the National Executive Council, after considering the recommendation of the Disciplinary Committee or the President, and after ratification by the Board of Trustees.

#### **ARTICLE 11) APPOINTMENT OF NATIONAL EXECUTIVE COUNCIL.**

- a) The appointment of the members of the National Executive Council shall be made according to the following:
- b) The outgoing National Executive Council shall initiate the formation of a Selection Committee not later than 3 months to the completion of its tenure
- c) The Selection Committee is to be constituted of two (2) members each from the Board of Trustees and the National Executive Council and six (6) members from the SEC or BEC.
- d) The appointment of members into the NEC shall be conducted by the Selection Committee through the consensus approach but subject to the approval of a joint meeting of the Board of Trustees and the National Executive Council.
- e) The Selection Committee shall appoint its Chairman who shall preside over the proceedings of the Committee. In his absence, any member may be nominated by the consensus of the other members of the Committee
- f) The Selection Committee shall advertise the vacancies and the modality for the selection at SEC or BEC.

- g) The Selection Committee shall issue specific guidelines on the conduct of the nominations and screening as it deems fit, and shall work carefully to ensure that fit, proper, qualified and competent members from across all SEC or BEC are selected into the various portfolios/offices
- h) The Selection Committee shall announce the names of the nominees and display the picture and name of the nominees conspicuously at the National Secretariat and the SEC or BEC for a period not less than 4 weeks to allow willing members with useful information on the suitability of nominees to provide same in written form to the Selection Committee
- i) Members of the BOT shall not be a member of NEC.
- j) The outgoing National Executive Council shall be responsible for nominating some of its members as Ex-Officio members. Such nomination will be done unanimously at a meeting of the NEC.
- k) There shall be selection into the NEC every five (5) years.
- l) A member of the NEC shall stay in office for a minimum of five (5) years not more than ten (10) years in the first instance unless he/she is removed or otherwise vacates office or resigns from his/her office in accordance with the provisions of this constitution. However, this does not include periods of acting capacity
- m) Officers are eligible for re-selection into their current office/portfolio not more than once (for a total period not exceeding 10 years) but shall thereafter be eligible for re-selection into other offices/portfolios
- n) There shall be a bye-selection within 90 days after the normal selections to fill any vacancy. Beyond 90 days, the NEC shall nominate a candidate to fill any such vacancy and such nominee shall hold office on a temporary basis until his/her nomination is approved by a joint meeting of the Board of Trustees and the National Executive Council.
- o) All contestants shall maintain the highest level of decorum in seeking positions in the Executive Council and shall not use foul, malicious, defamatory languages against each other
- p) The Selection Committee shall submit its report to the joint meeting of the Board of Trustees, the National Executive Council, and the National Council of Elders for approval
- q) The joint meeting shall consider the report of the Selection Committee and shall call for and consider any other relevant reports including profile/credentials of and security report on the recommended members to enable it carefully consider their fitness and appropriateness for selection as members of the National Executive Council
- r) The selected NEC members shall be sworn into office by the Chairman of BOT not later than 4 weeks from the expiration of the tenure of the outgoing executive, subject to the approval of the selection exercise by the joint meeting.
- s) The Selection Committee shall seek the opinion of the Legal Secretary of the Association to interpret the provisions of this Constitution and to advise the NEC in the exercise of its electoral powers
- t) The Selection Committee shall in the discharge of its duties be guided by the provisions of this Constitution and any other guidelines prepared by it to facilitate its work.

## **ARTICLE 12: QUORUM**

- a) The quorum at the meetings of all organs of the Association shall be 1/3 of all the members of such organ.
- b) Extra-ordinary meetings of any organ can be called by one-third of the registered members of the organ and notice of the meeting, together with the agenda, must be circulated to all members at least seven (7) days prior to the date of the meeting
- c) Any member that must be absent from any regular meeting shall write to the Secretary on or before the date of the meeting clearly stating reasons for his/her absence.
- d) Members shall concentrate and participate fully in the proceedings of the meetings and there shall be no form of distractions.

## **ARTICLE 13: THE STATE EXECUTIVE COUNCIL (SEC) OR BRANCH EXECUTIVE COUNCIL (BEC)**

- a) There shall be established a State Executive Council (hereinafter called the "SEC") or Branch Executive Council (hereinafter called the "BEC") in every administrative Zone of the Association as may be approved by the National Executive Council and the SEC shall comprise:
  - i. The Chairman
  - ii. The Vice Chairman
  - iii. The Secretary
  - iv. The Financial Secretary
  - v. The Internal Auditor.
- b) The SEC or BEC shall:
  - i. Shall co-ordinate the activities of the branches and groups under it in accordance with the provisions of this Constitution to ensure they implement the policies, programmes and strategy of the Association as defined by NEC, can also enact regulations to guide its affairs insofar as these do not contravene the Constitution of the Association or regulations set by the National Executive Council
  - ii. Shall establish a state secretariat in a location easily accessible to all members.
  - iii. Shall monitor all projects and programmes being undertaken by the state to ensure compliance with the directives of the NEC and the objectives of the Association
  - iv. Shall keep a detailed register of its members
  - v. Shall have the powers to create ad-hoc committees to achieve specific objectives within the Zone

- vi. Shall meet at least once every 3 months to discuss progress reports on the activities of the branches and groups of the Association in the Zone
- vii. Shall conduct a quarterly meeting of the state Conference to deliberate on issues affecting the Zone. The Conference shall consists of all members of the State or Branch.
- viii. Shall prepare and send to the National Executive Council a quarterly report, on the activities of the state or branch. Such report shall be submitted within six (6) weeks from the end of the quarter
- ix. Shall conduct periodic audit of the state or branch and submit its report to the National Internal Auditor.
- x. Shall recommend to the NEC the sanction of erring state, committee or member of the Association whose activities are in violation of provisions of this Constitution, Code of Conduct and other rules and regulations of the Association
- xi. Shall receive and consider status and progress reports of the branches and groups of the Association within the Zone.
- xii. State Executive Council shall where practicable perform at the state level such other functions as being performed at the National level.

#### **ARTICLE 14: APPOINTMENT OF STATE EXECUTIVE COUNCIL OR BRANCH EXECUTIVE COUNCIL.**

The appointment of the members of the State Executive Council or Branch Executive Council shall be made according to the following:

- i. The appointment of members into the SEC or BEC shall be conducted by the Selection Committee through the consensus approach but subject to the ratification of the National Executive Council
- ii. There shall be selection into the SEC or BEC every five (5) years and this will be done at the same time for all SECs or BECs.
- iii. All issues, steps, conditions, factors and procedures applicable to the appointment of the National Executive Council shall be applicable under this ARTICLE except that all recommendations, ratification and confirmations, approval and acts required to be given or performed by the joint Committee shall be given or performed by the National Executive Council.

#### **SECTION 4.**

#### **ARTICLE 15: THE SECRETARIAT OF THE ASSOCIATION.**

- a) The functions of the secretariat shall include to coordinate and provide administrative services to all organs of the Association at all levels in and outside Nigeria
- b) The General Secretary shall be the head of the World/National Secretariat and shall coordinate the day-to-day administration of the Association in that capacity.

- c) The General Secretary shall from time to time when the need arises recommend to the National Executive Council the employment of officers which may be necessary for the day to day running of the Secretariat of the Association.
- d) The Association shall employ an Executive Secretary who shall be the Chief Operating Officer of the Association.
- e) The Association shall also employ state or branch Administrative Officers and other officers as may be necessary for the smooth running of the Secretariat and day to day activities of the Association.
- f) The Association shall embark on programmes as directed by the National Executive Council PROVIDED that the Secretariat is the only organ or unit that can:
  - i. Formulate policies and administrative guidelines on behalf of the Association
  - ii. Design, publish and print SABOSA manuals and other media including Audio, video, twitter and any social media messages.
  - iii. Organize NATIONAL programmes including Planning and Strategic Retreats for the Association; General Conferences; Workshops; Symposia;
  - iv. Enter into alliances, partnerships and collaborations with other Societies, Organizations, NGOs and Government Agencies
  - v. Design, develop, setup, launch or maintain a website
  - vi. Design, print and issue the official Magazine of the Association
  - vii. Organize and issue awards for both members and non-members of the Association

## **ARTICLE 16: DUTIES OF THE MEMBERS OF THE NATIONAL EXECUTIVE COUNCIL.**

### **a) THE PRESIDENT**

Shall coordinate all the functions of the National Executive Council and be responsible and accountable for the overall progress of the Association

- i. Shall give leadership and direction and ensure the affairs of the Association are conducted in accordance with the provisions of this Constitution and in a manner consistent with the overall vision, mission, aims and objectives of the Association
- ii. Shall coordinate the activities of the officers and various organs of the Association and oversee all projects and programmes of the Association
- iii. Shall ensure the proper and orderly conduct of affairs at all proceedings and meetings of the Association

b) Shall have the power to convene meetings whether regular or emergency through the General Secretary

- i. Shall preside over the meetings of the NEC and other management organs of the Association, at the Headquarter or within the SEC /BEC, except that of the Board of Trustees
- ii. Shall preside over all meetings of the Association where he is formally in attendance or those involving the NEC, except when he is absent.

- iii. Joint meetings involving other organs of the Association including the Board of Trustees, which shall be presided over by the Chairman of the Board of Trustees
- iv. When such meeting is convened to try, investigate, impeach or otherwise consider matters or dispute in which he is directly involved and which may lead to punitive actions against him including removal from office.
- v. Shall be the principal signatory of the Association's bank account and financial transactions
- vi. Shall, together with the Secretary, sign the minutes of the meeting of the NEC after such minute has been adopted
- vii. Shall seek, obtain and display a thorough knowledge and understanding of the Association's affairs, activities, policies, programmes, and strategic plan and shall always project such at all relevant for a
- viii. Shall always conduct himself in a responsible manner at all times, in all circumstances privately and publicly, in a manner that is consistent with his exalted position and shall at no time subordinate his position to that of any officer, or any organization to which he may personally belong, unless it is reasonable to do so by virtue of, or in accordance with any Memorandum of Understanding or arrangement SABOSA may have reached with such organisation.
- ix. Shall be the leading official representative of the interest of SABOSA in both internal and external affairs on major issues as well as in projecting the views and images of the Association in its widest and highest conception, articulation and dissemination in accordance with the provisions of this Constitution
- x. Shall discharge all duties and exercise all such other powers as are reasonably incidental to his position and enforce strict adherence by all members to the laws, policies, rules and regulations of the Association
- xi. The Association shall have two (2) Vice-Presidents who shall assist the President in the performance of his duties: The 1<sup>st</sup> and 2<sup>nd</sup> Vice-President shall, in that order, stand in and assume the responsibilities of the President in his absence. In the absence of the 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, any member of the National Executive Council shall be nominated to stand in and perform the functions of the President at each meeting.
- xii. The President shall hold regular meetings with the Vice Presidents and all the members of the NEC for the purpose of determining the policies, the programmes, the strategic and administrative direction of the Association, and coordinating the activities of the NEC in the discharge of its duties
- xiii. Shall have powers to delegate any of his functions to other officers or members including power to appoint any officer or member to represent him or SABOSA at any function or in any other capacity provided no such appointment shall be made to unduly contradict the normal duties of other officers as may be specified in this Constitution

c) **THE 1<sup>ST</sup> VICE PRESIDENT**

- i. The 1<sup>st</sup> Vice President shall be the Chairman of the Planning and Strategic Committee and shall preside over the affairs and meetings of the Committee and generally coordinate the Committee to assist in the effective discharge of his duties including developing, updating and monitoring the Strategic Plan of the Association, assisting the Welfare secretary to co-ordinate the social responsibility initiatives of the Association and managing alliances with other organizations that the Association may resolve to co-operate with
- ii. The 1<sup>st</sup> Vice President shall be a signatory to the Association's bank account
- iii. The 1<sup>st</sup> Vice President shall perform any other duties that may be assigned by the NEC, General Conference or the President

d) **THE 2<sup>ND</sup> VICE PRESIDENT**

- i. The 2<sup>nd</sup> Vice President shall be responsible for State or Branch coordination. His duties including maintaining a register of and coordinating all states or branches, and developing, updating and executing the Branch Formation and Management Guidelines of the Association
- ii. The 2<sup>nd</sup> Vice President shall perform any other duties that may be assigned by the NEC, General Conference or the President
- iii. Shall bring to the attention of the President and/or the NEC any matter which, in his opinion, may threaten the progress of the Association

e) **THE GENERAL SECRETARY**

- i. Shall manage the National Secretariat and also assist the President to coordinate all activities of the Association;
- ii. Shall be responsible for the day-to-day administration of the Association.
- iii. Shall prepare annual programmes of action of the Association for the consideration and approval of the National Executive Council.
- iv. Shall convene and organize the General Conference, the National Executive Council meetings and extraordinary meetings of the Association
- v. Shall prepare agenda of meetings in consultation with the President and the Vice Presidents
- vi. Shall keep records of all administrative records, documents and activities of the Association
- vii. Shall write, dispatch, receive and attend to all correspondences on behalf of the Association or its national committees as and when required.
- viii. Shall take minutes of the meetings of the National Executive Council and the General Conference including a summary of resolutions passed at such meetings.
- ix. Shall, together with the President, or presiding officer in the absence of the President, sign the minutes of the meeting of the NEC and General Conference after such minute has been adopted
- x. Shall prepare and submit quarterly report of the programmes and activities of the NEC and National Secretariat for the consideration of the NEC and information of the relevant organs of the Association

- xi. Shall prepare and submit annual reports of the activities of the Secretariat to the National Executive Council and the General Conference at the end of each year.
- xii. Shall guide the NEC on the recruitment, remuneration and determination of the employment of any person in the paid employment of the Association and he shall assign duties to supervise, discipline and otherwise direct the activities of all such employees that may be engaged by the Association
- xiii. Shall promote harmony and good working relationship among all organs, officers and employees of the Association
- xiv. Shall coordinate the Secretariat to monitor, keep and manage all the Association's properties
- xv. Shall together with the Assistant General Secretary oversee the activities of all Committees of the Association and assist in meeting their secretariat and administrative needs
- xvi. Shall coordinate the Secretariat to ensure that state or branches are duly notified of the activities and programmes of the Association through the issuance and effective circulation of appropriate notices
- xvii. Shall together with the Assistant General Secretary monitor the implementation of all decisions taken by the National Executive Council
- xviii. Shall bring to the attention of the President and/or the NEC any matter which, in his opinion, may threaten the progress of the Association
- xix. Shall coordinate the Secretariat to liaise with other organizations that the Association may resolve to co-operate with in consultation with the 1<sup>st</sup> Vice President
- xx. Shall assist the President in effecting the representation of the Association at important occasions, events or situations where the Association has been invited or those events involving or organized for or by the various branches and groups of the Association
- xxi. Shall undertake any other duties assigned to him by the National Executive Council.

f) **ASSISTANT GENERAL SECRETARY**

- (i) Shall assist the General Secretary in the performance of his duties.
- (ii) Shall take over all the functions of the General Secretary in his absence..
- (iii) Shall be the Secretary of the Branch Coordinating Committee
- (iv) Shall bring to the attention of the VP2 and/or the NEC any matter which, in his opinion, may threaten the progress of the SEC or BEC and the Association
- (v) Shall be assigned specific duties by the General Secretary.
- (vi) Shall carry out any other duties that may be assigned to him by the President and/or the National Executive Council.

g) **THE FINANCIAL SECRETARY**

- i. Shall be the Chief Financial Officer of the Association and shall therefore manage the financial transactions of the Association and shall ensure prudence and accountability in all transactions.
- ii. Shall keep good custody of the Association's cheque book and will be responsible for the safety and usage of the Association's cheque book, payment voucher and other financial documents
- iii. Shall prepare annual budget of the Secretariat in collaboration with the General Secretary and the Finance Committee for consideration of the National Executive Council at the beginning of each year, and no later than 2 months into the year
- iv. Shall keep records of the income and expenditure of the Association and make such records available to the Auditors whenever requested.
- v. Shall be responsible for the prompt collection of dues, levies, charges, donations etc. from members and shall hand over such monies to the Treasurer within 24 hours and in the absence of the Treasurer the Financial Secretary shall bank the money within 48 hours after such collection.
- vi. Shall issue receipts for all monies and financial instruments collected from members and non-members.
- vii. Shall be the Chairman of the Finance Committee, preside over its affairs and meetings and generally coordinate the Committee to assist in the effective discharge of his duties including developing, updating and executing the Financial Guidelines of the Association
- viii. Shall be a signatory to the Association's bank account
- ix. Shall be responsible for closely scrutinizing all requests for disbursement and ensure consistency with the approved budget and the financial guidelines of the Association, reasonableness of amount and purpose, necessity and other appropriate criteria to be specified by him, before recommending such for approval by the designated officer within the limits of expenditure authority
- x. Shall be responsible for implementing the approved financial guidelines of the Association and shall guide, advise, and recommend necessary changes and amendments thereon to the NEC in its periodic review
- xi. Shall maintain an imprest float for the National Secretariat for meeting petty cash expenses, the limit and operation of which shall be determined by the National Executive Council from time to time
- xii. Shall coordinate any fund raising activities of the Association.
- xiii. Shall coordinate the appointment of an external auditor for the Association including the determination of the auditors' fees
- xiv. Shall receive, review and keep custody of bank statements in respect of the Association's accounts with banks and other financial institutions and shall ensure prompt reconciliation and also ensure that any error or irregularities are promptly investigated and resolved, and shall cause a report thereon to be made regularly to the NEC for information and appropriate action

- xv. Shall prepare monthly statements of accounts of the National Secretariat, which should be submitted within three (3) weeks from the end of the month to all organs of the Association after approval of the National Executive Council.
- xvi. Shall keep all appropriate books of accounts, prepare and submit the income and expenditure account, statement of affairs, and any other financial statements of Account for the year within three (3) months from the end of the year and when called for by the National Executive Council
- xvii. Shall put in place such financial control measures as may be necessary for transparency and accountability.
- xviii. Shall always have his financial books ready and available for scrutiny and auditing at any time
- xix. Shall carry out any other duties that may be assigned to him by the President and/or the National Executive Council.

**h) THE TREASURER**

- (i) Shall be the custodian of the Association's funds and identify means of investing the excess funds of the Association
- (ii) Shall acknowledge receipt of all monies and financial instruments given to him and shall deposit such monies in the Association's Bank Accounts not later than 48 hours after the receipt of such monies. The evidence of lodgment should be handed over to the Financial Secretary within 24 hours thereafter.
- (iii) Shall ensure strict compliance with the approved financial guidelines of the Association in the disbursement of the Association's funds as directed by the President and the National Executive Council, and in any case, shall not release or expend any funds without the recommendation of the Financial Secretary and the approval of the authorized signatories as may be specified from time to time in the approved financial guidelines of the Association
- (iv) Shall keep proper records (e.g. cash book, receipt book etc.) of all the transactions that pass through him
- (v) Shall provide the financial secretary with all necessary financial records
- (vi) Shall assist the Financial Secretary with the preparation of the monthly and annual financial statements and reports for audit and other purposes.
- (vii) Shall always have his financial books ready and available for scrutiny and auditing at any time
- (viii) Shall be a signatory to the Association's bank account
- (ix) Shall be the Vice-Chairman of the Finance Committee.
- (x) Shall carry out any other duties that may be assigned to him by the President and/or the National Executive Council.

**i) THE INTERNAL AUDITOR**

- i. Shall annually audit the accounts of the NEC, Secretariat and National Committees not more than 3 months after the end of the year and submit same to the Board of Trustees and the General Conference through the National Executive Council
- ii. Shall audit the accounts of the Zones, branches and groups of the Association periodically and unannounced without prejudice and fear
- iii. Shall have the powers to delegate his responsibilities to the Audit Committee of the Association, the external auditor, Zonal Auditor or staff of the Secretariat
- iv. Shall prepare Audit report from time to time and make copies available to the National Executive Council and the Board of Trustees
- v. Shall monitor and ensure strict compliance with the laid down financial guidelines of the Association.
- vi. Shall suggest such financial control measures as may be necessary for transparency and accountability.
- vii. Shall demand for and vet all statements of account from the Headquarters, Zones, branches, groups and other administrative structures of the Association as may be created by the National Executive Council from time to time.
- viii. Shall be the chairman of the Audit Committee of the Association, preside over its affairs and meetings and generally coordinate the Committee to assist in the effective discharge of his duties including auditing the Association
- ix. Shall carry out any other duties as may be assigned to him by the National Executive Council.

j) **THE LEGAL SECRETARY**

- (i) Shall ensure that all activities of the Association are in consonance with Association's Constitution and laws of the land.
- (ii) Shall keep the National Executive Council abreast of current developments in the legal world as it affects the Association.
- (iii) Shall be the Legal Adviser to the Association and shall advise the Association in all legal issues
- (iv) Shall be responsible for all legal matters involving the Association including the perfection of all titles, deeds, contracts, statutory registrations and documentations etc.
- (v) Shall relate constantly with the Corporate Affairs Commission and other regulatory bodies.
- (vi) Shall file all necessary statutory returns of the Association to the Corporate Affairs Commission and other regulatory bodies.
- (vii) Shall be a Legal Practitioner.
- (viii) Shall be the Chairman of the Legal Committee of the Association, preside over its affairs and meetings and generally coordinate the Committee to assist in the effective discharge of his duties including providing Legal Aid to needy members, and sometimes, non-members

- (ix) Shall carry out any other duties as may be assigned to him from time to time by the National Executive Council.

**k) THE PUBLIC RELATIONS SECRETARY**

- (i) Shall publicize the activities of the Association as directed by the National Executive Council.
- (ii) Shall build and project a good image of the Association to the public
- (iii) Shall issue releases/statements on matters of general interest to the Association after the approval of the National Executive Council.
- (iv) Shall assist the 1st Vice President and the Secretariat to liaise with other organizations that the Association may resolve to co-operate with
- (v) Shall be responsible for ensuring that the general public is duly notified of the activities and programmes of the Association through timely and effective public communications
- (vi) Shall be responsible for the publication and circulation of the Association's official magazine, bulleting and other publications.
- (vii) Shall promote good relationship between the Association and the Public Relations and Media industry
- (viii) Shall be the Chairman of the Public Relations Committee, preside over its affairs and meetings and generally coordinate the Committee to assist in the effective discharge of his duties including developing, updating and executing a Public Relations policy for the Association
- (ix) Shall carry out any other public relations duties as may be assigned to him from time to time by the National Executive Council.

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**l) THE WELFARE SECRETARY**

- i. Shall co-ordinate all social activities of the Association and ensure the availability of requisite human and material resources required for the success of such social activities
- ii. Shall be responsible for welfare related issues of members and where necessary, non-members.
- iii. Shall design, develop and execute programmes and activities for enhancing the welfare of members within the limits of the resources of the Association and in conjunction with other relevant stakeholders
- iv. Shall coordinate the social responsibility initiatives of the Association
- v. Shall be responsible for the management of all assets used for organizing the Association's programmes
- vi. Shall be the chairman of the Welfare Committee, preside over its affairs and meetings and generally coordinate the Committee to assist in the effective discharge of his duties including developing, updating and executing the Welfare Guidelines of the Association
- vii. Shall undertake any other assignments that are assigned to him by the National Executive Council

m) **THREE EX-OFFICIO MEMBERS**

There shall be three ex-officio members who shall perform specific duties, which from time to time, shall be assigned to them by the National Executive Council.

**ARTICLE 17: DUTIES OF THE MEMBERS OF THE STATE EXECUTIVE COUNCIL OR  
BRANCH EXECUTIVE COUNCIL**

All SEC OR BEC members shall perform at the zonal level all such functions as being performed by the holder of similar portfolio at the National Level and all reference to **NATIONAL OR HEADQUARTERS** shall be construed to mean State or branch in case of the state Executives.

**ARTICLE 18: BRANCHES**

- a) The state or branches of the Association shall be recognized in line with location of savannah bank branches in each state of Nigeria.
- b) A branch of the Association is one that has been duly inaugurated, registered and issued with a certificate of recognition by the National Secretariat. The certificate of recognition shall be signed by the President, General Secretary upon the approval of the Chairman of Board of Trustees of SABOSA
- c) A branch or group of the Association wherever located in or outside of Nigeria shall remain a subset of SABOSA and shall abide by the provisions of this Constitution and other rules made by the National Executive Council
- d) State or Branches shall not embark on any capital project, sign any legal agreement with any third party, accept any grant, incur any debt whatsoever or engage in any mortgage arrangement with any individual, company or financial institution without prior written approval of the National Executive Council.
- e) State or Branches shall collect and disburse their own funds subject to the provisions of this constitution, PROVIDED ALWAYS that it shall be mandatory for each branch to remit to the Headquarters a percentage of its monthly collections/income and any other levies/funds as may be determined from time to time by the National Executive Council.
- f) Branches shall RESPECT ALL the provisions of this constitution and associated directives of the Zonal Executive Council and National Executive Council
- g) All branches outside Nigeria shall be bound by the provisions of this constitution, the Code of Conduct of the Association and all lawful directives of the World Head-quarters, in addition
- h) Their appointed officials SHALL be legal residents of the offshore country
- i) The titles and registration of the Association in the offshore country shall be owned by and be vested in the World Head Quarters as stated in Article 2 of this Constitution
- j) They SHALL refer to the World Headquarters of the Association as their parent body in their constitution (if any) and from which they are an offshoot and, so, to which they are a branch thereof
- k) Shall adopt this Constitution, and if not legally possible, their constitution should not be in any material breach (if any) of this Constitution and such changes are to be formally approved by the National Executive Council

- I) Their Board of Trustees (if any) is to be composed of members approved by the National Executive Council and is to be chaired by a representative of the Nigeria's Board of Trustees

## **ARTICLE 19: EX-OFFICIO MEMBERS**

There shall be three ex-officio members who shall perform specific duties, which from time to time, shall be assigned to them by the Branch Executive Council.

## **ARTICLE 20: DISQUALIFICATION AND REMOVAL OF OFFICERS**

A person shall not be qualified to hold an office or act in any official capacity in the Association if:

- a) He is a person of unsound mind having been so found by a team of qualified medical experts
- b) He is an undischarged bankrupt;
- c) he has been indicted or convicted of a criminal offence, an offence involving fraud or dishonesty within five years of his proposed appointment;
- d) He has been found guilty of any act of immorality, sexual or otherwise, by any competent authority
- e) ceases to be a member of SABOSA Association or ceases to share the ideals, objectives and aspirations of the Association
- f) he does not display thorough knowledge of the objectives and programmes of the Association.
- g) All officers of the Association are to avoid situations of conflict of interest, abuse of office and corrupt enrichment in the discharge of their duties
- h) Any officer found guilty of any offence involving fraud, dishonesty, corruption, abuse of office, immorality, proven incompetence and dereliction of duties, proven gross misconduct and other acts of misdemeanor and recommended for removal by the Disciplinary Committee of the Association shall be removed from office immediately upon ratification of such recommendation by the appropriate organ of the Association.
- i) An officer for the purpose of this Article shall mean any appointed member of any organ, committee or sub-committee of the Association.

## **SECTION 5.**

## **ARTICLE 21: COMMITTEES**

- a) The Association shall have standing Committees as may be determined by the National Executive Council from time to time for the smooth and effective running of the Association or to assist it or any officer in the discharge of its/his duties AND may provide such funds and/or secretarial assistance as may be required to fulfill the duties of such committees.
  - i. The Committees shall be formed at the National Headquarter, State /Branches of the Association except the following Committees which shall reside only at the Head Quarters: Planning and Strategic Committee

- ii. State/Branch Coordinating Committee
  - b) Each of the National Committees shall co-ordinate the activities of the related State and or Branch Committee in the states/Branches of the Association in compliance with guidelines set by the National Executive Council
  - c) The composition, function and tenure of any Committee shall be as specified by the National Executive Council PROVIDED that all such Committees shall stand dissolved at the expiration of the tenure of the current Council UNLESS their appointment is specifically renewed by the succeeding Council.
  - d) Deliberate efforts shall be made to ensure that all committees reflect the spread and dispersed membership of the Association PROVIDED that all such Committees shall be composed of competent and committed members who are willing and able to serve the Association conscientiously.

## **ARTICLE 22: FUNCTIONS OF COMMITTEES**

### **a. PLANNING AND STRATEGIC COMMITTEE**

- i. The committee shall be the think-tank of the Association and shall be responsible for developing the Corporate Strategy of the Association, monitoring its execution by various organs of the Association; and updating the Strategy from time-to-time to respond to changes in the environment.
- ii. The Committee shall be responsible for the planning of the Association's periodic strategic retreats
- iii. The Committee shall assist the 1<sup>st</sup> Vice President in the discharge of his duties as stated in this Constitution
- iv. The Committee shall also carry out any other assignment specifically referred to it by the National Executive Council or the 1<sup>st</sup> Vice President
- v. Shall meet at least once in every two (2) months and shall have the powers to appoint its officials, including vice-chairman and secretary, by the consensus of its members
- vi. Shall provide formal written quarterly report of its activities to the Executive Council
- vii. The committee shall consist of not less than thirteen (13) members to be headed by the 1<sup>st</sup> Vice-President, at least one (1) and at most five (5) of which shall be women.

### **b. DISCIPLINARY COMMITTEE**

- i. The Committee shall consist of 7 (seven) members, at most three (3) of which shall be women.
- ii. The Chairman of this Committee shall be appointed by the members of the Committee through consensus.
- iii. Membership of this Committee must include a qualified lawyer, the Security Secretary.
- iv. Shall be fair and just in its judgment on all issues brought before it.

- v. Shall ensure strict compliance with the of this constitution, the Code of Conduct of the Association and other rules and regulations as issued by the Executive Council.
- vi. Shall recommend any erring member of the Association for necessary disciplinary action according to the provisions of this constitution and the Code of Conduct, and other rules and regulations as issued by the Executive Council and such punishment shall be subject to the approval of the Executive Council
- vii. Shall have the powers to appoint its officials, including vice-chairman and secretary, by the consensus of its members
- viii. Shall provide formal written report of its activities to the Executive Council
- ix. Appeal shall be made within 14 (fourteen) days after ratification of the judgment to the Board of Trustees.

**c. STATE/BRANCH COORDINATING COMMITTEE**

- i. Shall be made up of not less than (13) thirteen members, at most five (5) of which shall be women and shall be headed by the 2<sup>nd</sup> Vice President; while the Assistant General Secretary shall be the Secretary to the Committee
- ii. Shall formulate policies and guidelines for the formation and effective coordination of all branches of the Association;
- iii. Shall maintain a register of all Zones, branches and groups of the Association worldwide and their Executive Councils
- iv. Shall be the link between the Headquarters and the Zones and the branches;
- v. Shall advise the National Executive Council on matters affecting branch formation and general branch management
- vi. Shall recommend, for the approval of the National Executive Council, branches for creation, inauguration or dissolution.
- vii. Shall meet at least once in every two (2) months
- viii. Shall perform any other duties as circumstances may warrant in the interest of the Association and its members generally
- ix. Shall provide formal written quarterly report of its activities to the Executive Council
- x. The Committee shall assist the 2<sup>nd</sup> Vice President in the discharge of his duties as stated in this Constitution
- xi. The Committee shall also carry out any other assignment specifically referred to it by the Executive Council or the 2<sup>nd</sup> Vice President

**SECTION 6**

**ARTICLE 22: BANK ACCOUNTS AND WITHDRAWALS**

- a. The Association shall have Bank Accounts with such reputable Banks and Other Financial Institutions as may be recommended by the National Financial Secretary and approved/ appointed by the National Executive Council.
- b. The National Finance Secretary in conjunction with the National Treasurer shall periodically review the status of the Financial Industry and specifically the

relationship of the Association with the appointed financial institutions and appraise the National Executive Council of the strategic and operational health of these institutions including a recommendation on the continuation or winding down of each banking relationship with a view to protecting the financial assets of the Association with these financial institutions.

- c. Bank accounts of all organs, branches, or committees of the Association SHALL be maintained ONLY in the Banks and Other Financial Institutions designated by the National Executive Council.
- d. All bank accounts of the Association including those of the branches, committees and Zones shall be in the name of the **Association**, Savannah Bank Old Staff Association of Nigeria (SABOSA), and No any bank account shall be opened in the name of the Association without the resolution of the Board of Trustees authorizing the opening of such account and appointing signatories to the accounts.

#### **ARTICLE 23: FINANCE AND FINANCIAL CONTROLS**

- a) The finance of the Association shall be sourced through various means such as:
  - i. membership contributions,
  - ii. annual contributions by branches and groups which limit will be as fixed by the National Executive Council
  - iii. levies imposed on branches, groups and members
  - iv. aids, grants, donations, by members and non-members
  - v. Interest-free loan from members, non-members, financial institutions etc.
  - vi. Royalty, income, profit and dividend from other ventures embarked upon by the Association.
  - vii. any other means as approved by the National Executive Council
- b) Members are expected to meet their financial obligations to the Association as and when due. Any member, group or branch not meeting up to the required financial obligations shall be made to pay-up all outstanding obligations and also have its case reviewed for other appropriate disciplinary measures as stipulated in the Code of Conduct and approved Financial Guidelines of the Association
- c) All financial transactions shall be in accordance with the approved Financial Guidelines of the Association including expenditure authority limits and budgetary provisions
- d) All monies belonging to the Association shall be kept in its name with such Banks as the National Executive Council may appoint.
- e) Signatories to all Association accounts shall be as provided for in the Constitution and approved Financial Guidelines of the Association
- f) All disbursements of the Association's money shall be approved by appropriate authorities and signatories
- g) For the purpose of withdrawal of cash from the Association's bank account, the President and the Financial Secretary (Head Quarters) or Chairman and Financial Secretary (Zone, Branch); and any 2 of the signatories listed in this Constitution are empowered to sign; and in the absence of the President or Chairman, any 2 signatories signing jointly

- h) All monies collected for and on behalf of the Association by any official or member of the Association shall be immediately given to the Treasurer for onward deposit with the designated financial institution(s)
- i) The Treasurer shall acknowledge receipt of such monies and financial instruments given to him and shall deposit such monies in the Association's Bank Accounts not later than 48 hours after the receipt of such monies. The evidence of lodgment should be handed over to the Financial Secretary within 24 hours thereafter.
- j) All withdrawals from the accounts of the Association above a certain limit/amount shall be made via Cheque, This limit will be as approved by the National Executive Council in the approved Financial Guidelines of the Association
- k) All capital expenditure above a certain limit as approved by the National Executive Council shall be via a transparent, fair and competitive tender process that shall be opened to all technically qualified members and non-members of the Association. Efforts shall be made to ensure a minimum of 3 proposals are considered for each tender while officers of the Association shall openly declare their interest, if any, in any of the bidding companies to avoid a situation of conflict of interest
- l) The financial year of the Association shall be from January to December
- m) The Internal Auditor (National, Zonal or Branch) shall have unfettered access to the books of any organ of the Association within its sphere of constitutional influence and shall enjoin the cooperation of all organs, official and members of the Association
- n) There shall be appointed, for the Association, External Auditor(s) for the purpose of scrutinizing the financial resources, records and statements of the Association and reporting suitably thereon to the National Executive Council
- o) The External Auditor(s) shall be appointed from among professionally qualified members by the National Executive Council upon the recommendation of the National Financial Secretary and on such terms and conditions as may be agreed
- p) The External Auditor(s) shall enjoin the cooperation of all organs, official and members of the Association
- q) The External Auditor(s) shall hold office for one year and shall be eligible for re-election at the end of his tenure
- r) The External Auditor(s) shall have powers and unrestricted access to the Association's records, across all organs and levels, as are necessary and reasonable for him to perform his duties

## **SECTION 7**

### **ARTICLE 24: OWNERSHIP OF PROPERTIES**

- a) It shall be legal for the Association to own, purchase, lease or rent houses and other landed properties or such properties or materials as may be necessary for

the realization of any of the objectives of the Association, and such properties/materials shall be vested in the Registered Trustees of the Association.

b) All properties shall be acquired in the name of SABOSA with the National Headquarters as address and vested in the Board of Trustees in Nigeria, this shall apply to the headquarters and all branches in and outside Nigeria.

#### **ARTICLE 25: FILLING OF VACANCIES**

- a) Whenever any office of the Association becomes vacant, another eligible member shall be immediately appointed in acting capacity by the respective Council
- b) Upon vacancy in any of the Committees, members of such Committee shall have power to appoint any other member of the Association to fill the vacancy subject to the ratification of the National Executive Council, Zonal Executive Council or Branch Executive Council as appropriate

#### **ARTICLE 26: COMMON SEAL**

- a) The Association shall have a common seal, which shall be in custody of the Secretary of the Board of Trustees who shall produce it whenever the need of it arises.
- b) All documents to be executed by the Trustees shall be signed by a majority of them and embossed with the common seal.
- c) The design of the common seal shall reflect the logo and mark of the Association.

### **SECTION 8**

#### **ARTICLE 27: AMENDMENT OF CONSTITUTION**

- a) Any member intending to introduce a new rule, amend or repeal any existing provision/clause of this constitution SHALL indicate such AMENDMENT by writing to the National Executive Council, through the General Secretary.
- b) If approved by a consensus of National Executive Council such amendment is then forwarded for endorsement by a consensus of the members present at a duly convened joint meeting of the Board of Trustees, the National Council of Elders, the Zonal Executive Councils and the National Executive Council
- c) Such endorsement by the joint meeting of the Board of Trustees, the National Council of Elders, the Zonal Executive Councils and the National Executive Council shall be ratified by two-third majority of the members present at a General Conference held specifically for that purpose.

### **SECTION 9**

#### **ARTICLE 28: OFFENCES/DISCIPLINE/CESSATION OF MEMBERSHIP.**

- a. It shall be an offence for any member to voluntarily go against the Constitution.
- b. It shall be an offence for any member to tolerate or engage him/herself in any act of immorality or illegality.

- c. It shall be an offence for any member of the Association to use SABOSA for the purpose of partisan politics ethnic and religion bigotry
- d. It shall be an offence for any member of the Association under an oath of office to distort, reveal or divulge official documents, information and deliberations of any organ or committee of the Association to third parties unless related to the execution of the decision of the organ or committee of the Association
- e. Any member that is convicted of any criminal offence involving dishonesty or murder will be considered for rehabilitation.
- f. It shall be an offence for any member to mismanage the affair of the Association, withhold or misappropriate the funds of the Association, or be involved in situations of abuse of office, conflict of interest and corrupt enrichment to the detriment of the Association
- g. Any form of fraud, embezzlement, corrupt enrichment, abuse of office and misappropriation of properties of the Association committed shall be investigated immediately and any officer(s) or member(s) found wanting shall be made to refund such misappropriated funds and other disciplinary measures taken.
- h. It shall be an offence for any member of the Association to disobey lawful directives of constituted authorities or the provisions of this constitution
- i. Any member of the Association that commits any of the above mentioned offences or such as listed in the Code of Conduct of the Association shall be brought before the Disciplinary Committee for appropriate disciplinary measures.
- j. The President shall have the powers to query any member or officer of the Association who in his opinion has contravened any of the provisions of this Constitution or has committed any act which is inimical to the objectives and rules of the Association PROVIDED that, in the case of the President committing such act, any five members of the National Executive Council shall sign a query to him based on the decision taken at a duly convened meeting of the National Executive Council
- k. The member so queried shall within the time given in the query deliver his response in writing to the President (or the General Secretary in case of the President) who shall table such response before the Disciplinary Committee
- l. The Disciplinary Committee shall investigate the matter and report back to the National Executive Council who in turn shall take appropriate decisions

#### **ARTICLE 29: RESIGNATION OF OFFICERS**

- a) Any appointed or selected official of the Association may resign his seat, office or position in writing to the Executive Council through the General Secretary (National), State Secretary or Branch Secretary as appropriate. In the case of the Secretary, he shall tender his resignation through the President, state Chairman or Branch Chairman as appropriate.
- b) The officer resigning shall give a three (3) months' notice before his resignation takes effect if accepted by the Executive Council AND he shall immediately submit a comprehensive report of his official activities as well as surrender all the property of the Association in his possession by virtue of his erstwhile position within 72 hours thereof

## **ARTICLE 30: COMPLAINTS AND RESOLUTIONS**

- a) Any member/members of the Association that has complaint against the Association or any Officer(s) shall notify the Disciplinary Committee in writing, the committee shall look into the matter and resolve it accordingly.
- b) Where any issue cannot be resolved by members of a particular Committee, such shall be referred to the National Executive Council, and if not yet resolved, shall be further referred to the National Tripartite Committee and finally to the Board of Trustees
- c) If the complaint is against the Association or the constitution, it shall be considered at the General Conference of the Association and resolve by consensus.
- d) No member of the Association shall, without first referring to the National Executive Council, the Board of Trustees and the General Conference institute a legal action against the Association or any of its organs worldwide over the interpretation of this constitution or any part thereof or any of the activities of the Association.

## **SECTION 10**

### **ARTICLE 31: OMNIBUS CLAUSE**

- a) Where any issue or matter arises which is not directly or indirectly provided for in this constitution, such issue or matter shall be dealt with at a joint meeting of the Board of Trustees, the National Executive Council, and the National Council of Elders.
- b) And when any problem arises as to the correct meaning or interpretation of any word or section of this constitution, such interpretation as may be suggested by the National Legal Secretary to the National Executive Council shall be adopted.
- c) All references to a person in the masculine gender shall include the feminine gender.
- d) All references to National Positions or Offices or Portfolios (in Nigeria) shall be applicable to and also be for Worldwide to cover all other countries outside Nigeria.
- e) All references to National Secretariat or Head Quarters (in Nigeria) shall be applicable to and also be for Worldwide to cover all other countries outside Nigeria.

### **ARTICLE 32: SUPREME LAW**

- a) The provisions of this Constitution shall have binding force on all organs, administrative Zones, branches, groups, committee, officer and members of the Association wherever located, in and outside Nigeria.
- b) The provisions of the Constitution of the Federal Republic of Nigeria are supreme over any provisions of this Constitution and where there is any inconsistency between the provisions of this Constitution and that of the Constitution of the

Federal Republic of Nigeria , the latter shall prevail and the said provision of this Constitution shall to the extent of the inconsistency be void.

#### **ARTICLE 33: RESTRICTION**

No member of the Association is allowed to institute a civil suit or apply to any Court of Law , tribunal or arbitration or panel to contest any part or provisions of this constitution. However, all grievances, dissatisfactions, or complaints arising out of the content of or provision of this constitution shall be addressed and resolved amicably . An aggrieved member or group of members shall be allowed (subject to the joint approval or consent of the NEC, NCOE and BOT) to invite notable people of dignity in the Country to assist in resolving whatever grievance or dissatisfaction that may arise.

#### **ARTICLE 34: SAVINGS**

Notwithstanding the provisions of any other article of this Constitution, all activities, steps or position taken by the existing officers and organs before the coming into force of this Constitution and/or are hereby taken as regular and appropriate and no such officers or organs shall be personally liable thereof.

#### **ARTICLE 35: CITATION**

This constitution may be cited as the "CONSTITUTION OF THE SAVANNAH BANK OLD STAFF ASSOCIATION (SABOSA)."

#### **ARTICLE 36: WINDING UP**

- a) The Association may be dissolved and wound up by a motion in that respect being presented at a duly convened General Conference called by the Board of Trustees specifically for this purpose and supported by a consensus of all members in attendance.
- b) In the event of a winding up of the Association, the remains of the credit and assets of the Association shall after the satisfaction of all debts and liabilities be given or transferred to some other Organisation(s) having objectives similar to the objectives of SABOSA
- c) The Income and Property of the SABOSA whosesoever derived shall be applied solely towards the promotion of the objects of the Association 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 howsoever by way of profit to the members of the Association
- d) PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association in return for any service actually rendered to the Association but so that no member of the Management Council shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or monies shall be given by the SABOSA to any member of such Management Council except repayment of out of pocket expenses or reasonable and proper rent for premises demised, or let to the

Association provided that the provision last aforesaid shall not apply to any payment of any compensation to a member of the Association which may be a company in which such member shall not hold more than one-hundredth part of the capital, and such members shall not be bound to account for any share or profit he may receive in respect of any such payment

- e) NO ADDITION, alteration or amendment shall be made to or in the Constitution for the time being in force unless the same have been previously submitted to and approved by the Registrar-General of the Corporate Affairs Commission
- f) If, in the event of a winding-up or dissolution of the Association, there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Organisation(s) having objectives similar to the objectives of the SABOSA Association, and the Organisation(s) are prohibited from distributing it or their income and property amongst its or their members to an extent, at least, as great as it is imposed on the SABOSA Association under or in virtue of the WINDING UP clause hereof, such organization(s) to be determined by the members of the Association at or before the time of dissolution and insofar as effect cannot be given to the aforesaid provision, then to some charitable object.

#### **ARTICLE 37: ADOPTION**

A Special joint meeting of the Board of Trustees and the National Executive Council shall be convened for the purpose of adopting this Constitution subject to ratification by the General Conference.

Once adopted, all organs, committees, states, branches and members of the Association are to immediately align their composition and activities to reflect the provisions of this constitution.

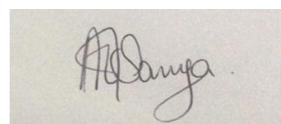
#### **ARTICLE 38: COMMENCEMENT**

The provisions of this constitution shall come into force on the 21<sup>st</sup> day of February 2024.



21/02/2024

Signature of Chairman  
**Bwakarshak, Habakkuk Emmanuel**  
**0803 711 9943**



21/02/2024

Signature of Secretary  
**Ogunsanya, Adebisi Omotolani**  
**0813 098 8065**