CONSTITUTION
OF THE
CIVIL SOCIETY LEGISLATIVE
ADVOCACY CENTRE

Registered with the Corporate Affairs Commission with the Certificate of Incorporation,
no. CAC/ TT/ NO 22738. 28th of December 2006
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PREAMBLE

We, the members of The CIVIL SOCIETY LEGISLATIVE ADVOCACY CENTRE, a not-for-profit and non-political organisation do firmly and solemnly resolve to provide for ourselves a constitution and to be governed by the provisions herein contained.

Chapter I: Identity

Article 1: NAME
The name of the Organisation shall be the ‘CIVIL SOCIETY LEGISLATIVE ADVOCACY CENTRE’ (hereinafter referred to as ‘Organisation’).

Article 2: ADDRESS
The registered office address of the Organisation is located in Abuja, Nigeria.

Article 3: Goal, Vision, Mission and Objectives

The goal of the Organisation shall be to: “make government accessible, responsive and accountable to citizens”;

The vision of the Organisation shall be to: “A Nigeria where legislators and policy makers are safeguarding citizens’ rights and welfare while citizens effectively demand accountability”;

The mission/purpose of the Organisation shall be to: “engage state and non-state actors for improved policy and legislative frameworks, transparency and accountability in governance for people oriented development”;

The strategic objectives of the Organisation shall be to:
   (1) Support Democratic processes;
   (2) Fight against corruption and promotion of transparency in public finance management;
   (3) Promote Peace, Security and better management of Migration & IDP;
   (4) Promote legal framework for environment and conservation of nature;
   (5) Promote of Health, human development and social inclusion;
   (6) Strengthen CISLAC as an institution.

Article 4: CISLAC members

CISLAC members are defined as individuals, irrespective of their ethnicity, religious affiliation, age, gender, profession and/or nationality. They are persons of the highest integrity and esteem who act in their respective functionalities in following structures:

   (1) Board of Trustees;
   (2) Advisory Council;
   (3) Individual honorary CISLAC members.
Chapter II: Governance

The governance structure of the Organisation shall consist of (a) the Board of Trustees, (b) the Advisory Council, (c) the Secretariat.

Article 5: Board of trustees and duties of the board

First Appointment to the Board
I. The Trustees of the CIVIL SOCIETY LEGISLATIVE ADVOCACY CENTRE for the purpose of the Companies and Allied Matters Act no. 1 of 1990, Part C shall have the Trustees leadership election at a General Meeting charged with responsibility of electing the Chairperson of the Board of Trustees with simple majority votes of members present.

Number of Trustees
II. Such Trustees (Hereinafter referred to as “The Trustees”) shall not be less than three (3) and not more than eleven (11) in number.

Appointments to the Board of Trustees
III. The Trustees may appoint at any General Meeting any person, in case of vacancy, or by way of addition, to the Board of Trustees, upon such conditions as they think fit (provided that the prescribed maximum is not thereby exceeded), and this Trustee may be removed by them.
IV. The Trustees may lose their position in the Board of Trustees upon written resignation or upon the simple majority vote of the Board of Trustees in case of the breach of CISLAC guiding principles as defined in CISLAC Strategic Plan and other policy documents and/or conflict of interests and/or ethical and other violations.

Alternates
V. Any Trustee may appoint another Trustee to be his/her alternate to act in his/her place at any meetings of the Board at which he/she is unable to be present. Such appointees shall be entitled to exercise all the rights and powers of a Trustee and, where they are also Trustees of the Board they shall have a separate vote on behalf of their appointers in addition to their own votes. A Trustee of the Board may, at any time, revoke the appointment of an alternate appointed by him/her. The appointment of an alternate shall be revoked ipso facto if his/her appointer ceases to be a Trustee of the Board. Every appointment and revocation under this paragraph shall be effected by notice in writing under the hand of the appointer served to the Organisation and such alternate.

Office Bearers
VI. Office bearers (the Chairperson and the Vice-Chair) shall hold office for three (3) years but shall be eligible for re-election. If the Chairperson, during his/her term of office, should cease to be a Trustee, resign from office or die, the Vice-Chair shall take over his/ her duties until the next Annual General Meeting when a new Chairperson shall be elected.

Duties of Office Bearers

Chairperson
VII. The Chairperson shall chair all meetings of the Board and all General Meetings.

Vice-Chairperson
I. The Vice-Chairperson shall chair all meetings of the Board and all General Meetings in case of the absence or incapacity of the Chairperson.

Secretary
II. The Secretary shall:
   i. Take minutes and keep minutes of the meetings of the Board and the General Meetings; and
   ii. Arrange for meetings of the Organisation on instructions of the Board;
iii. Ensure the execution of decisions of the Board of Trustees.

**Term of Office for Chairperson of Board of Trustees**

III. A Trustee Chairperson may hold office for a period of four (3) years. At the conclusion of this term, the Members may vote to re-elect a Trustee at a General Meeting of the Organisation in accordance with the provisions of this Constitution. During the period between the expiry of a Trustee’s term of service and that Trustee’s re-election (if any), that Trustee may not vote on any matter.

**Removal and Disqualification**

IV. Any Trustee of the Organisation shall cease to hold office if:

i. He /She resigns his/her office by notice in writing to the Organisation;

ii. He /She ceases to be a member of the registered Trustees of the body;

iii. The Board reasonably believes he/she has become physically or mentally incapable of managing his/her own affairs and resolves that he/she be removed from office;

iv. He /She is officially declared bankrupt;

v. He /She is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction;

vi. The Members resolve that he /she be removed from office by majority vote of members present at any General Meeting of the Organisation; or

vii. The Board by two-third resolution resolves that he/she be removed from office. If such a Trustee should be aggrieved at his/her removal he/she may appeal to a General Meeting of the Members to be called for this purpose. Such appeal must be made within five (5) business days of the date of the Board resolution removing him/her, by way of a letter addressed to the General Meeting, and copied to the Board, setting out the grounds for appeal. If an appeal is not made within this period, then the Members may decide not to consider it. In the meantime, the Trustee shall cease to act as a Trustee of the Board and to hold any other office under the Organisation. Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Board of Trustees shall at any time be reduced in number to less than the minimum number prescribed by this Constitution, that number shall be the quorum for the purpose of filling up vacancies in their body and of summoning a General Meeting, and for any such purposes that may be necessary to enable the Organisation to carry out its activities.

V. Upon a vacancy occurring in the number of Trustees a General Meeting will be held to appoint another eligible Member of the Organisation.

**Article 6: ADVISORY COUNCIL**

I. The Advisory Council shall provide advisory functions to the organization. It shall consist of people of vast and extensive legislative and political experience.

II. The Advisory Council shall be appointed by members of the Board of Trustees for a period of 3 years and renewable by the agreement of the Board of Trustees.

**Article 7: The Secretariat**

The Secretariat is vested with the day-to-day running of the organization. It implements the decisions of the Board of Trustees. It is headed by an Executive Director who oversees the day-to-day running of the organization.

**Article 8: Executive Director**

I. The Board of Trustees shall appoint an Executive Director.

II. He/She shall be a full- time employee of the Organisation.

III. He /She shall be responsible for the efficient management of the Organisation and the effective implementation of its objective.

IV. He/ She shall function under the supervision of the Board of Trustees.
Article 9: Meetings and resolutions
For effective administration of the Association there shall be the following meetings.

Proceedings of Board of Trustees

i. The Trustees may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be not less than half the number of Trustees for the time being. Unless otherwise specified in this Constitution, questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairperson shall have a casting or second vote.

ii. Subject to this Constitution, Trustees participate in a Board meeting, or part of a Board meeting, when:
   - the meeting has been called and takes place in accordance with this Constitution; and
   - they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
   - In determining whether Trustees are participating in a Board meeting, it is irrelevant where any Trustee is or how they communicate with each other.
   - If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
   - A written resolution signed by a simple majority of the Trustees for the time being shall be effective for all purposes as a resolution of the Board passed at a meeting duly convened, held and constituted. A written notification of confirmation of such written resolution sent by a Trustee shall be deemed to be his signature to such written resolution for the purposes of this Article.

TRUSTEES’ CONFLICTS OF INTEREST

iii. A Trustee must declare the nature and extent of any interest (whether financial, personal or arising from a duty of loyalty owed to another organisation or person) which he has in a decision of the Board or in a contract or proposed contract with the Organisation, except to the extent that the other Trustees are, or ought reasonably to be, aware of it already. CISLAC requires the submission of the declaration of non-conflict of interests every three years.

CALLING OF BOARD MEETINGS

iv. Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees’ meeting. Notice of Trustees’ meetings must be given to each Trustee. Notice of Trustees’ meetings need not be in writing.

DELEGATION BY TRUSTEES

v. The Board may delegate any of their powers to any person or committee as they think fit, and any committee so formed shall, in the exercise of the powers delegated, conform to any regulations prescribed by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of this Constitution for the time being regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any rules made by the Board.

vi. All acts bona fide done by any: (i) meeting of the Board; (ii) committee of the Board; or (iii) person acting as a Trustee of the Board, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee of the Board.
INDIVIDUAL HONORARY CISLAC MEMBERS

vii. Individual honorary CISLAC members can be any individuals irrespective of their ethnicity, religious affiliation, age, gender, profession and/or nationality;

viii. Individual honorary CISLAC members are proposed by the CISLAC secretariat or Advisory Council to the Board of Trustees;

ix. Board of Trustees approves an individual honorary member by a simple majority vote;

x. Individual honorary CISLAC members receive invitations to attend the general meetings of CISLAC as observers without voting rights.

GENERAL MEETINGS

xi. The Organization shall in each calendar year hold a General Meeting as the Annual General Meeting, in addition to any other General Meetings in that year (which shall be called Extraordinary General Meetings), and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Organisation and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall decide;

xii. Members eligible to attend the General Meetings are (i) Trustees, (ii) Advisory Council members, (iii) Individual honorary CISLAC members;

MANNER OF CONVENING EXTRAORDINARY GENERAL MEETINGS

xiii. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting.

xiv. The Board shall, on the requisition of not less than one third of the Members, convene an Extraordinary General Meeting, provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Organisation;

NOTICE OF GENERAL MEETINGS

xv. All Members are entitled to receive written notice of General Meetings specifying the place, date and hour at least five (5) business days in advance of the meeting. Any accidental omission to give notice to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings of that meeting, if it is so agreed by all Members entitled to attend and vote.

PROCEEDINGS AT GENERAL MEETINGS

xvi. No business shall be transacted at any General Meeting unless a quorum of at least two-thirds of Members able to vote participate in the meeting at the time when the meeting proceeds.

xvii. The Chairperson shall chair all General Meetings. If there is no acting Chairperson, or if at any General Meeting the acting Chairperson is not present, the Vice-Chairperson chairs the meeting.

xviii. The chairperson of any General Meeting duly convened may adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished. When such adjournment extends to more than thirty (30) days since the original scheduled date of the meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

xix. The Members may participate in any General Meeting by means of conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and such participation shall constitute a presence at a General Meeting as if those participating were present in person.

xx. The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

xxi. Any corporation or association or individual which is a Member may, by resolution of its directors or other governing body or by notification in writing under the hand of some officer of such
corporation as may be duly authorised on its behalf, authorise such person as it thinks fit to act as its representative at any meeting of the Organisation, and the persons so authorized shall be entitled to exercise the same power on behalf of the corporation or association which he represents as that corporation or association could exercise if it were an individual Member.

**WRITTEN RESOLUTIONS**

xxii. Subject to this Article, a written resolution signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or, being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Organisation duly convened and held. A written notice of confirmation of such resolution in writing sent by or on behalf of a Member shall be deemed to be his signature to such resolution in writing for the purposes of this Article.
Chapter III: Disbursement of funds and auditing

Article 10: SOURCES OF INCOME
The sources of income for the Organisation shall include:

- Private and Personal Donations as approved by the Board having eliminated circumstances that are contrary or detrimental to the values and mandate of the organisation
- Grants and revenue from investment undertaken by the approval of the Board
- Foreign Grants from institutions, organizations and similar facilities as approved by the Board
- Any other sources that the Board will approve from time-to-time as being legitimate and not in conflict with the values and mandate of the organisation

Article 11: DISBURSEMENT AND APPLICATION OF FUNDS
INDEMNITY OF MEMBERS AND BOARD DIRECTORS
i. To the extent permitted by law, every Member and Trustee of the Organisation and every other officer of the Organisation shall be indemnified out of the assets of the Organisation in relation to all reasonable costs and expenses which such person may incur or become liable for by reason of any contract entered into, or act or omission of his acting in good faith in his capacity as Member, Director or office of the Organisation.

Article 12: KEEPING OF ACCOUNTS
i. The Organisation shall ensure the accurate keeping of record of all income and expenditure and the Trustees shall comply with all requirements of Nigerian law as to keeping such records and the preparation and transmission of reports to the Corporate Affairs Commission.

Article 13: APPOINTMENT OF AUDITORS
I. Independent qualified and licensed Auditors shall be appointed by the General Meeting to audit the financial records of the Organisation annually and submit an audited report to the Annual General Meeting of the Organisation.

II. The audited financial statements (balance sheet and income and expenditure account) duly certified by independent auditors shall be annexed to the annual returns and filed with the Corporate Affairs Commission.

III. The Board may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors, if any, may act.

Article 14: FINANCIAL YEAR
I. The financial year of the Organisation shall begin on the first day of September and end on the last day of August of every year or at such other time as the Board may from time to time determine.

Article 15: DISSOLUTION AND DISPOSAL OF PROPERTY
I. MEMBERS’ LIABILITY AND CONTRIBUTION TO ASSETS ON WINDING UP
II. The liability of the Members for the obligations of the Organisation is limited to the amount set out in article 16.1.2, below.
III. Every Member undertakes to contribute to the assets of the Organisation in the event of its being dissolved or wound up while he is a Member, or within one year of his ceasing to be a Member, for payment of the debts and liabilities of the Organisation contracted before he ceases to be a Member, and the cost, charges and expenses of dissolution or winding up and for the adjustment of the rights of the contributories amongst themselves, such sum as may be required not exceeding the sum of naira one hundred (100).

Article 16: SPECIAL CLAUSE
I. The income and property of the Organisation shall be applied solely towards the promotion of the objective of the body 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 Organisation
II. PROVIDED that nothing herein shall prevent the payment in good faith, or reasonable and proper remuneration to any officer or servant of the Organisation in return for any service actually rendered to the Organisation:
   I. No Trustee or Office Holder of the Organisation shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees; and
   II. No remuneration or other benefit in money or money’s worth shall be given by the Organisation to any Trustee or Office Holder of the Organisation except repayment of out of pocket expenses or reasonable and proper rent for premises demised, or let to the Organisation or reasonable fees for services rendered.

III. If in the event of a winding up or dissolution of the corporate body there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Organisation but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Organisation, such organisation(s) to be determined by the members of the Organisation at or before the time of dissolution.

IV. If effect cannot be given to the aforesaid provisions, then the remaining property shall be transferred to some other charitable object.

Chapter IV: MISCELLANEOUS PROVISIONS

ARTICLE 17: THE SEAL
I. The Board shall be empowered to adopt a common seal for use by the Executive Director and shall provide safe custody thereof.
II. The seal shall only be used by the authority of the Chairperson, authorized by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board or by some other person appointed by the Board for the purpose.
III. The Organisation shall apply for and comply with the procedures for accreditation as member of the Global Anti-corruption movement. The Organisation upon been granted said status shall maintain its name, except that it shall be followed by “TI chapter in Nigeria”. All other adjustments needed to cede under the banner of TI shall be deemed authorized by this constitution.

Article 18: AMENDMENTS TO THE CONSTITUTION
I. This Constitution is effective from the 1st of January, 2018. The Organisation may alter the provisions of its Constitution at a General meeting by a resolution passed by a simple majority of its Trustees and approved by the Corporate Affairs Commission.

Signed

Dated this 23rd day of April 2018

___________________
Chairman

___________________
Secretary

(subscribers to this Constitution and Trustees)