

**CONSTITUTION
OF
IGBOBI COLLEGE OLD BOYS'ASSOCIATION NORTH
AMERICA (ICOBANA)**

ARTICLE 1: NAME

The Association shall be known as IGBOBI COLLEGE OLD BOYS'S ASSOCIATION NORTH AMERICA (ICOBANA) hereinafter referred to as "The Association".

ARTICLE 2: REGISTERED OFFICE

The Secretariat of the Association shall be entrusted to the residence of the Secretary General, hereinafter referred to as "The Secretariat".

ARTICLE 3: AIMS AND OBJECTIVES

The objectives of the Association shall be to formulate, adopt and promote such measures and principles that will:

- (a) Facilitate such social interaction among Old Igbobians as will ensure the continued reflection in their lives of the religion, moral and other noble ideals for which the College stands;
- (b) Keep alive the affection which every old Igbobian has in the affairs of the College by keeping him well informed of the general progress of the College and encouraging him to contribute morally and financially towards such progress.
- (c) Encourage the management, staff and students of the College to maintain the ideals of the College and to offer their services in the overall interest of the College;
- (d) Achieve such further objectives as the Association may from time to time determine.

ARTICLE 4: MEMBERSHIP

Membership of the Association shall be open to all old boys of the College who shall have spent at least one year attending classes in the College.

ARTICLE 5: EXECUTIVE COMMITTEE MEETING

- (i) Executive Committee (EC) shall meet as often as the business of the Association shall require but not less than four times a year.
- (ii) The quorum at EC/Executive Committee Meeting shall consist of five (5) people, namely the Chairman (or Vice-Chairman), the Secretary-General (or the Assistant Secretary General) and three (3) other members of the EC.
 - (a) The Chairman will be the presiding officer at all meetings.
 - (b) In the absence of the Chairman, the Vice-Chairman shall conduct the meeting.
 - (c) In the absence of the Secretary-General, the Assistant Secretary-General shall take the minutes of the meeting.
 - (d) An Emergency Quorum shall be declared by at least five (5) people present for the EC meeting when:
 - [1]. The Chairman AND the Vice-Chairman are absent at the SAME meeting.
 - [2] The Secretary-General AND the Assistant Secretary-General are absent at the SAME meeting.
 - [3] The Chairman AND the Vice-Chairman AND the Secretary General AND the Assistant Secretary-General are absent at the SAME meeting.
 - [4] Those present, minimum of five (5) people, shall designate a Presiding Officer and another member to take the minutes of the meeting.
- (iv) There will be NO VALID MEETING whenever there are four (4) people or less present for the EC meeting.

ARTICLE 6: EXTRA ORDINARY GENERAL MEETING

- (i) The Secretary General in consultation with the Chairman, may summon an Extra Ordinary General Meeting of the Association whenever necessary and shall do so within 21 days of the receipt by him of a written request signed by not less than twenty (20) financial members.
- (ii) For such a meeting the Secretary General shall give not less than fourteen (14) days notice. The subject to be discussed shall be stated in such notice.
- (iii) The quorum at such a meeting shall be the same as for the AGM.



ARTICLE 7: ORGANISATION OF THE ASSOCIATION

A. Branch/Chapter

- (i) A Branch shall consist of not less than fifteen (15) members; however, where the number is less than 15 they can constitute themselves into a Chapter and continue to meet as such until they can qualify for recognition as a Branch.
- (ii) Every such Branch/Chapter shall be bound by the provisions of this constitution.
- (iii) The head of a Branch shall be known as the Chairman.
- (iv) Every Branch/Chapter shall remit to the National Treasurer a sum representing total membership dues collected from its members under this Constitution.
- (v) Every Branch/Chapter shall have the power to run its activities in accordance with its own Constitution provided always that wherever any provisions of such Constitution run counter to the provisions of the National Constitution the latter shall be supreme.
- (iv) The formation of a Branch/Chapter shall be notified to the EC within three months of its existence.

B. Class Sets:

Provided that each such set

- (i) Comprises members who shall have either entered and or left the College in specific years.
- (ii) Shall notify EC through the Secretary General of its existence within three months.
- (iii) Shall forward annually to the Secretary General a list of its current officers.
- (iv) Shall also pay its Annual Dues to the EC.
- (v) Shall also notify the Secretary General of its activities.

ARTICLE 8: ANNUAL SUBSCRIPTION

To qualify as a financial member, a member shall pay the annual subscription of such other sum as the Annual General Meeting may decide. This amount shall become due on 1st January.



ARTICLE 9: OFFICERS OF THE ASSOCIATION

The Officers of the Association shall be:

- (i) The Chairman
- (ii) The Vice-Chairman
- (iii) The Trustees
- (iv) The Secretary General
- (v) The Assistant Secretary General
- (vi) The Treasurer/Financial Secretary
- (vii) The Social Secretary/Publicity Secretary

ARTICLE 10: FUNCTIONS OF BRANCH OFFICERS

- (i) **The Chairman** shall
 - (a) Preside over all meetings of the Association.
 - (b) Convene through the Secretary General all meetings of the Association.
 - (c) Co-ordinate the activities of all other Officers of the Association in the performance of their duties.
- (ii) **The Vice-Chairman** shall
 - (a) Assist the Chairman generally in the discharge of his functions.
 - (b) Deputize for the Chairman in order of precedence.
- (iii) **The Trustees**
 - (a) The Trustees of IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA for the purpose of the Companies and Allied Matters Decree No. 1 of 1990 Part C shall be appointed at a General Meeting of the Association with two thirds (2/3) majority vote of members present.
 - (b) Such Trustees (hereinafter referred to as "The Trustees") shall be three (5) in number and shall be known as the "THE REGISTERED TRUSTEES OF IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA".
 - (c) The Trustees shall hold office for life but a trustee ceases to hold office if he:
 - (i) resigns his office
 - (ii) ceases to be a member of IGBOBI COLLEGE AND OLD BOYS' ASSOCIATION
 - (iii) becomes insane
 - (iv) is officially declared bankrupt
 - (v) is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction.
 - (vi) is recommended for removal from office by the other Trustees and such recommendation is approved by majority of votes of members present at any General Meeting of the Association.
 - (vii) ceases to reside in Nigeria.



- (d) Upon a vacancy occurring in the number of Trustees, a General Meeting will be held to appoint another eligible member of IGBObI COLLEGE OLD BOYS' ASSOCIATION with two thirds (2/3) majority vote of members present.

(e) COMMON SEAL

The trustees shall have a common seal. Such common seal shall be kept in the custody of the President of the Association who shall produce it when required for use by the Trustees.

All documents to be executed by the Trustees shall be signed by the Trustees and the President and Secretary General of the Association and sealed with the common seal.

(f) ACQUISITION OF PROPERTY

In furtherance of the Aims and Objectives of the Association as contained in Article 3 above, the Association shall acquire any such property or properties as it considers necessary for the realization or promotion of these aims and objectives and such properties shall be vested in the Trustees.

- (g) The Trustees by virtue of the grant of certificate of incorporation under Part C, Companies and Allied Matters Decree No. 1, 1990 become a body corporate by the name described on the certificate and shall have perpetual succession and power to sue and be sued in such corporate name and subject to any conditions and directions contained in the said certificate and directions contained in the said certificate hold and acquire and by instrument under their common seal to convey, assign, demise any land or any interest therein now or hereafter, belonging to or held for the benefit of the Association.

- (h) The Trustees shall have the following powers in addition to any powers given them by law, that is to say

- (i) To hold and administer the property of the Association
- (ii) To borrow, raise money, secure or discharge any debt or obligation binding on the Association in such manner as may be thought fit and in particular by mortgages and charges upon the undertakings and all or any of the properties and assets (present and future) of the Association or by the creation and issue on such terms as may be thought expedient or debenture, debenture stock or other obligations or securities of any description.



- (iv) **The Secretary General** shall perform all the secretarial duties of the Association
Including:
- (a) Summoning, after consultation with the Chairman, all meetings of the Association.
 - (b) Recording and keeping the minutes of all such meetings.
 - (c) Keeping an up-to-date roll of members and their current addresses, including email.
 - (d) Furnishing annual and special reports of the activities of the Association and its organs.
 - (e) Keeping an impress in an amount to be determined by the Executive Committee (EC).
 - (f) Performing such other duties as may be allotted to him by the Chairman.
 - (g) Handing over the Association's property to his successor or the Chairman, as the Circumstances may dictate.
- (v) **The Assistant Secretary General** shall:
- a. Assist the Secretary General in the performance of his functions and act for him in his absence.
 - b. On leaving office, hand over the Association's property in his possession to his successor or the Chairman as the circumstance may dictate.
- (vi) **The Treasurer/Financial Secretary** shall:
- a. Receive and Collect all monies on behalf of the Association and deposit same in the bank within seven (7) days of receiving/collecting such monies.
 - b. Keep an up-to-date account of all monies received or paid out by him and present financial reports to every meeting of the Executive Committee.
 - c. Submit annually to the Auditor not later than 15th March of the following year all books, accounts and other documents required by them.
 - d. Present his report together with an audited account to the Annual General Meeting.
 - e. On leaving office, hand over the Association's property in his possession to his successor or to the Chairman as the circumstance may dictate.
- (vii) **The Social Secretary/Publicity Secretary** shall:
- a. Organize all social activities of the Association.
 - b. Execute such activities as contained in (a) above under the general or specific direction of the Executive Committee of the Chairman.
 - c. Publicize the activities of the Association and be responsible for its corporate image.
 - d. Execute such activities as contained in (c) above under the general or specific direction of the Executive Committee or the Chairman.

ARTICLE 11: EXECUTIVE COMMITTEE (EC)

- (i) The management of the affairs of the Association shall be vested in the Executive Committee herein referred to as [EC] and shall consist of:
- (a) All Officers
 - (b) Immediate Past Chairman
 - (c) Decade Representatives elected from among Class Sets present at the Annual General Meeting.
 - (d) Ex-Officio Members, drafted from the General Membership, by the EC.



- (ii) EC shall have power to establish Ad Hoc Committees and nominate members to serve on such Committees.
- (iii) EC shall have power to make rules and regulations for the day-to-day management of the Association's affairs not inconsistent with this Constitution.
- (iv) The Chairman or Vice Chairman shall preside at all meetings of the EC.
- (v) The quorum for the EC meeting shall consist of the Chairman or the Vice-Chairman, the Trustees, the Secretary General or the Assistant Secretary General, and any other three (3) members of the EC.
- (vi) As in ARTICLE 5, section (ii), (b), (c), and (d).

ARTICLE 12: FINANCES

- (a) The financial year of the Association shall commence on 1st January and end on 31st December.
- (b) The Association's finances shall include subscription, donations, contributions, special levies, gifts, endowments and profits from commercial ventures.
- (c) The funds of the Association shall be lodged with reputable banks to be appointed by the Executive committee (EC).
- (d) The Signatories to the Association's accounts shall be:

The Chairman
 The Secretary General
 The Treasurer

Any two (2) signatories, one of whom shall be the Treasurer shall operate the Association's accounts.

- (e) The EC shall have power to:
 - (i) Raise loans and/or institute a levy in furtherance of the activities of the Association subject only to the approval by majority vote of members present and voting at the General Meeting of the Association.
 - (ii) Receive gifts and donations on behalf of the Association.

ARTICLE 13: AUDITORS

- (a) An Auditor shall be appointed annually at the Annual General Meeting to audit the accounts of the Association.
- (b) The Auditor shall conduct an audit of the Association's accounts and forward the report to the Executive Board through the Treasurer by January 31st of the following year.



ARTICLE 14: PROCEDURE AT ELECTIONS

- (i) Election of officers of the Association shall be held at intervals of two years.
- (ii) Nominations of candidates for election shall be taken at the Annual General Meeting and voting shall be by secret ballot.
- (iii) Only financial members shall be entitled to vote and be voted for.
- (iv) Each Nominee for any elected office shall give a brief presentation, prior to the election/voting, stating his qualifications and reasons for running for that particular office.

ARTICLE 15: TENURE OF OFFICE

The tenure of office of an elected member of EC shall be for two (2) years provided that an officer may be re-elected at a subsequent Annual General Meeting but for not more than two (2) consecutive terms for the same office.

ARTICLE 16: DECISION OF THE ASSOCIATION

Except as otherwise provided in this Constitution, all decisions of the Association, Executive Committee, Committee or Sub-committee shall be by a simple majority vote of members present and voting at such a meeting.

ARTICLE 17: ANNUAL GENERAL MEETING

- (i) The Annual General Meeting (herein referred to as AGM) of the Association which shall be held, except in unforeseen circumstances, on a date in June to be fixed by EC.
- (ii) For every Annual General Meeting the Secretary General shall give members not less than twenty-one (21) days' notice.
- (iii) The quorum for the AGM shall consist of the Chairman or Vice-Chairman, the Secretary General or the Assistant Secretary General, AND ten (10) other members, including at least five (5) who are NOT members of the Executive Committee (EC).
[TOTAL MEMBERSHIP FOR A QUORUM IS 12]
- (iv) In the absence of the Chairman, the Vice-Chairman shall conduct the Annual General meeting/AGM.
- (v) In the absence of the Chairman AND the Vice-Chairman, the Executive Committee (EC) shall hold an emergency ad hoc meeting and select a Presiding Officer from among them to conduct the AGM.
- (vi) The Annual General Meeting shall:
 - (a) Receive and discuss reports from the Secretary General and the Treasurer / Financial Secretary.
 - (b) Debate and pass resolutions on any policy matters affecting the Association and/or the College.
 - (c) Receive and consider reports from the Branches and Chapters and Class Sets.
 - (d) Do any such other business as the constitution enjoins or permits.
 - (e) Elect members of the Executive Committee (EC). (f) Appoint the Auditors.



ARTICLE 18: PROCEDURE FOR THE SUCCESSION AND REPLACEMENT OF ANY ELECTED OFFICER:

If for ANY reason/reasons whatsoever (such as sickness, illness, death, resignation) THAT THERE IS A VACANCY IN ANY ELECTED OFFICE, then the procedure to follow to replace ANY Elected Officer shall be as noted below if NOT already provided for in the Constitution of ICOBA, North America.

- (i) The Executive Committee shall hold an Emergency meeting for the sole purpose of Selecting/Voting for a Candidate, from within their ranks, to fill that vacant Elected position that has occurred.
- (ii) Any candidate so selected shall serve in an ACTING capacity until the next AGM, at which time the Election will be thrown open to the General membership for New Election, with the successful candidate serving out the REMAINING UNEXPIRED term of office.

ARTICLE 19: AMENDMENT

The Constitution may be amended in whole or in part but any such alteration, addition or amendment must be by a resolution passed by a simple majority of the members of the Association present and voting at any General meeting of the Association PROVIDED that no amendment requiring statutory approval shall have effect without the consent of the appropriate authority.

ARTICLE 20: SPECIAL CLAUSE

The Income And Property of IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA from whosoever derived shall be applied solely towards the promotion of the objects of the ASSOCIATION as set forth in the Rules and Regulations/Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise however by way of profit, to the members of IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA PROVIDED that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to an officer or servant of IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTHAMERICA but so that no member of the Executive Council or Governing Body shall be appointed to any salaried office of IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA by fees, and that no remuneration or other benefits in money or monies shall be given by IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA to any member of such Council or Governing body except in repayment of out-of-pocket expenses or reasonable and proper rent premises demised, or let to IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA provided that the provision last aforesaid shall not apply to any payment of any Company to a member of the ASSOCIATION Company in which such member shall not hold more than one hundred part of the capital, and such members shall not be bound to account for any share of profits he may receive in respect of any such payment.

NO Addition, Alteration or amendment shall be made to or in the RULES AND REGULATIONS/CONSTITUTION for the time being in force, unless the same have been previously submitted to and approved by the Registrar General, Corporate Affairs Commission.



IN the event of a Winding up or Dissolution of the ASSOCIATION means after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to and distributed among the members of IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA but shall be given or transferred to some other institution(s) having objects similar to that of IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA and the bodies are prohibited from distributing its or their income and property amongst its or their members to an extent at least as great as is imposed on IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA at or before the time of dissolution and if in so far effect cannot be given to the aforesaid provision, then to some charitable object.

ARTICLE 21: INTERPRETATION

In this Constitution, unless the context otherwise requires, the expression:

- (i) "Association" means IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA.
- (ii) "Chairman" means 'The Chairman', IGBOBI COLLEGE OLD BOYS' ASSOCIATION.
- (iii) "Secretary" means Secretary General, IGBOBI COLLEGE OLD BOYS' ASSOCIATION, NORTH AMERICA.
- (iv) "Executive Committee" (EC) means 'Executive Council'.

ARTICLE 22: COMMENCEMENT

This amended Constitution was tabled/submitted to members at the Annual General Meeting held in Newark, Delaware, and was adopted at the AGM on Saturday June 29, 2013.

Dr. S. K. Bosu
[Chairman]

Dr. Lanre Lewis
[Secretary General]

