



UNIVERSITIES OF
OXFORD & CAMBRIDGE
ALUMNI NETWORK
NIGERIA

THE FEDERAL REPUBLIC OF NIGERIA COMPANIES & ALLIED MATTERS
ACT NO 1 OF 1990, PART C

THE CONSTITUTION OF THE OXFORD AND CAMBRIDGE CLUB OF
NIGERIA



CONSTITUTION OF THE OXFORD AND CAMBRIDGE CLUB OF NIGERIA

ARTICLE 1: PREAMBLE

We, the members of The Oxford and Cambridge Club of Nigeria (the '**Club**'), a non-profit and non-political organization, do provide for ourselves a Constitution and hereby resolve to be governed by the provisions herein contained.

Vision

To create a suitable forum for members in Nigeria and visiting alumni from abroad to interact with one another and to build a reputation for intellectual thought leadership, attracting leaders from the business, diplomatic and academic cadres to its events.

Mission

To partner with Public and Private Organisations, the diplomatic corps and academia in order to realise the vision of the Club.

ARTICLE 2: NAME

The name of the association is "**The Oxford and Cambridge Club of Nigeria**".



ARTICLE 3: SUPREMACY OF THIS CONSTITUTION

The members unanimously resolve and agree that this Constitution is created and provided to regulate The Oxford and Cambridge Club of Nigeria's activities, operations and performance and this shall be binding on all the members and take precedence over and above any Rules and Regulations of The Oxford and Cambridge Club of Nigeria which are inconsistent with the provisions of this Constitution.

ARTICLE 4: REGISTERED OFFICE

The Oxford and Cambridge Club of Nigeria shall be incorporated under the laws of the Federal Republic of Nigeria and its Registered Head Office shall be in Lagos and there shall be such other offices as The Oxford and Cambridge Club of Nigeria shall from time to time approve.

ARTICLE 5: AIMS AND OBJECT

The aims and objects of The Oxford and Cambridge Club of Nigeria are:

5.1. To promote social contact and foster intellectual discourse between alumni of both Oxford University, UK and Cambridge University, UK residing in Nigeria and the larger society.

5.2. To promote alumni objectives in Nigeria.

5.3. To organise such activities that are consistent with the vision of the Club including the May Ball and any other social gatherings, as may be

determined by the Executive Committee from time to time, that would promote The Oxford and Cambridge Club of Nigeria

5.4 To provide facilities whereby members may co-operate in professional, intellectual or cultural activities.

5.5. To host lectures, debates, talks, seminars and other events consistent with the foregoing objects.

5.6. To promote community activities for the development of Nigerians.

5.7. To do all such other lawful things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

ARTICLE 6: MEMBERS

6.1. There shall be only one category of membership for The Oxford and Cambridge Club of Nigeria. This shall be Ordinary Membership.

6.2. Ordinary Members

Ordinary membership of the Club is open to persons who have matriculated and graduated from either the University of Oxford or the University of Cambridge and are Nigerians or resident in Nigeria.

Any Ordinary Member who has attained the age of 70 years of age, shall be exempt from the payment of subscription fees but shall continue to



enjoy full status as an Ordinary Member in all material respects including voting rights. Any such member shall be entitled to make financial contributions towards the development of the Club at their discretion.

ARTICLE 7: APPLICATION FOR MEMBERSHIP AND ANNUAL SUBSCRIPTIONS

7.1. Each person applying for Ordinary Membership (the '**Applicant**') shall complete The Oxford and Cambridge Club of Nigeria's three step membership process which is as follows:

- a. Complete the online Registration Form.
- b. The completed Registration Form shall be processed by the Club and the credentials of the Applicant shall be subject to verification.
- c. Once the Registration Form has been processed, the Applicant shall be so notified and, if successful, shall be required to pay Annual subscription, which shall be as determined by the members at the Annual General Meeting.
- d. If the three-step process above is completed, the Applicant's name shall be included in The Oxford and Cambridge Club of Nigeria's Membership register.

7.2. The annual subscription shall be paid not later than 31 March in each subsequent calendar year.

7.3. No Ordinary Member whose subscription is one year in arrears shall be permitted to vote or hold office.

7.4. An Ordinary Member who intends to vote or to hold office must have paid up his or her current annual subscription before the meeting at which the voting is to take place.

7.5. The Executive Committee shall be empowered to suspend from the list of members any member whose subscription is more than five years in arrears. In this event, the member shall only be readmitted to the list after paying all dues that are owed.

7.6. The annual subscription for the membership of the Club, if any, shall be such amount as may from time to time be determined by a general meeting of the members.

ARTICLE 8: DISCIPLINE

8.1. The Executive Committee shall have the power to recommend to the Trustees of the Club the name of any member who in the opinion of the Executive Committee has been guilty of conduct unbecoming of a member of the Club or prejudicial to the interests and objects of the Club.

8.2. It shall be an offence for any unauthorised person or official to make use of, photocopy, or reproduce in any form the Association's official

papers, or to use the name, logo, or symbol of the Association to solicit help for himself or on behalf of the Association;

8.2.1. Loss of office

(a) Any member of the Executive Committee shall be made to resign if he/she is found guilty of an offence under 8 of this Constitution.

(b) Any member of the Executive Committee shall be made to resign if he/she is found guilty of gross misconduct which is inimical to the aims and objectives and image of the Club, or, is found to have embezzled, or, in anyway, defrauded the Club, or is found to be dishonest or insincere in his dealings with the Club, or resigns his membership.

8.2.2. Loss of membership

(a) A member of the Club shall lose his or her membership if he/she is found guilty of an offence under 8 of this Constitution.

(b) A member shall lose his membership if he is found guilty of gross misconduct which is inimical to the aims and objectives and image of the Association, or, is found to have embezzled, or, in anyway, defrauded the Association, or is found to be dishonest or insincere in his dealings with the Association, or resigns his membership.

ARTICLE 9: TRUSTEES

9.1. The Trustees of The Oxford and Cambridge Club of Nigeria shall, for the purpose of the Companies and Allied Matters Act, Part C, be elected at a General Meeting with a simple majority vote of members present.

9.2. The Trustees will be nominated by the Executive Committee and they shall be Ordinary Members of the Club who have attained the age of 70 years and with no known criminal records.

9.3. Such Trustees (hereinafter referred to as "The Trustees") shall not be less than two and not more than five in number.

9.4. There shall be a Chairman of the Board of Trustees to be nominated by the other Trustees.

9.5. A Trustee may hold office for life but shall cease to hold office if he or she:

- i. resigns his or her office
- ii. becomes insane.
- iii. is officially declared bankrupt.
- iv. is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction.
- v. is removed by a resolution of 2/3 majority votes of members at the General Meeting of the Association.
- vi. ceases to reside in Nigeria.

9.6. Upon a vacancy occurring in the number of Trustees a General Meeting shall be held to fill the vacancy as set out in this Article 9.

ARTICLE 10: GRAND PATRON

The Club shall have a Grand Patron who shall be appointed by a simple majority of members present at an Annual or extra-ordinary general meeting.

ARTICLE 11: COMMON SEAL

11.1. The Trustees shall have a Common Seal.

11.2. Such Common Seal shall be kept in the custody of the Honorary Secretary who shall produce it when required for use by the Trustees.

11.3. All documents to be executed by the Trustees shall be signed by the Chairman of the Board of Trustees and the Honorary Secretary of the Club and sealed with the Common seal.

ARTICLE 12: GOVERNING BODY- OFFICERS AND EXECUTIVE COMMITTEE

12.1. The management of the Club shall be vested in an Executive Committee to be elected at the Annual General Meeting every second year.

The Committee shall consist of the following officers:

The President

The Vice-President (Oxford)

The Vice-President (Cambridge)

The Honorary Secretary

The Honorary Treasurer

The Membership Secretary

The Social Secretary

No more than three Ex-Officio members or any such number as may from time to time be determined by the Annual General Meeting. The immediate past President will be eligible to become an ex-officio member if so appointed at the Annual General meeting.

A term of office of the Executive Committee shall be two years. An Officer may be re-elected to the same position only for one additional term.

12.2. The duties of the office bearers are as follows:

12.3. The President shall act as Chairman at all Executive Committee meetings. The President shall also represent the Club in its dealings with third parties.

12.4. The President may authorise a Vice-President to act on his/her behalf and the Vice President shall deputise for the President in the President's absence.

12.5. The Hon. Secretary shall keep all records, except financial, of the Club, minutes of all general and Executive Committee meetings and shall be responsible for their correctness.

12.6. The Hon. Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Club and shall keep an account of all monetary transactions and shall be responsible for their correctness.

12.7. The Membership Secretary shall keep all member records and shall be responsible for their correctness.

12.8. The Social Secretary shall be responsible for all social events, communication and publicity or as may be directed by the President.

12.9. The Ex-Officio members shall support the Executive Committee in an advisory capacity or as may be requested by the President.

12.10. Following the receipt of adequate notice, any member of the Executive Committee who absents himself/herself from three meetings of the Committee consecutively, without any explanation, shall be deemed to have withdrawn from the Executive Committee. Such vacant position shall be filled by any of the Ex-officio member as determined by the President with the agreement of the Executive Committee, pending the next general election. If the President resigns or is unable to perform his duties, the Executive Committee will vote and choose an acting President from one of the two Vice-Presidents.

12.11. The President, with the approval of the Executive Committee, shall co-opt any Ex-officio member to fill a vacancy until the next general election.

12.12. The Executive Committee shall hold meetings as and when it shall seem necessary to the President or in the President's absence, on the agreement of both Vice-presidents.

12.13. The President, or in the President's absence, a Vice President plus three other Executive Committee members present shall form a quorum for all purposes.

12.14. The tenor of the Executive Committee shall be two years from the date of election.

ARTICLE 13: MEETINGS

For effective administration of The Oxford and Cambridge Club of Nigeria there shall be the following meetings:

(a) Annual General Meeting

The Annual General Meeting of The Oxford and Cambridge Club shall be held in each calendar year and other general meetings shall be held at such times as the Executive Committee shall deem necessary. At least 15 of the members of the Club on record excluding the Executive Committee

shall form a quorum. At every Annual General Meeting a statement of accounts for the past year shall be submitted. Every 2nd year the election of the Executive Committee for the Club for the ensuing two years shall take place. In the event of there being no quorum present at a meeting that meeting shall be adjourned a half hour later and should the number then present be insufficient to form a quorum those present shall be considered a quorum but they shall have no power to alter, amend or make additions to any of the existing rules.

The President shall preside at a General Meeting. In the absence, of the President, a Vice President or any Executive Committee member shall preside.

(b) Extraordinary General Meeting

The Executive Committee may convene an extraordinary general meeting of the members at any time for the transaction of business duly specified in the notice calling the meeting, and no other and the Hon Secretary shall convene an extraordinary general meeting of the members on receiving a requisition to do so, signed by at least 10 ordinary members of the Club stating the subject to be submitted.

ARTICLE 14. VOTING

14.1. At meetings of the Executive Committee, the President or in the President's absence, a Vice President, shall preside and in the absence of a Vice President, one of the Executive Committee shall be elected as Chairman. Every member present shall be entitled to one vote upon each motion or resolution before the meeting and each motion or resolution shall be decided by a show of hands. In cases of an equality of votes the Chairman shall have a second or casting vote.

14.2. During any election, the members at a general meeting shall, by a simple majority, appoint a Returning Officer who will be responsible for the conduct of the said election. A Returning Officer shall be appointed in the following order, first, the Chairman of the Board of Trustees or in the Chairman's absence, any other Trustee and in the absence of a Trustee, then any past President present and lastly, any past Executive Committee member provided that the past President or Executive Committee member is not a member of the outgoing executive committee.

Each member present shall be entitled to one vote upon each motion or resolution and each motion or resolution shall be decided by a show of hands. In the event of an equality of votes the Returning Officer shall have a second or deciding vote.

ARTICLE 15: PLACE OF BUSINESS

The place of business of the Club shall be determined by the Executive Committee.

ARTICLE 16: PROHIBITIONS

16.1. Gambling of any kind whether for stakes or not, is forbidden on the Club's premises. The introduction of materials for gambling, firearms or drug-taking and of bad characters into the premises is prohibited.

16.2. No funds of the Club shall be used to pay the fines of members who have been convicted in Court of any offence.

16.3. The Club shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any Trade Union activity as defined in any written law relating to trade unions for the time being in force in Nigeria.

16.4. The Club shall not hold any lottery, whether confined to its members or not, in the name of the Club or its office-bearers, Committee or members.

16.5. The Club shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

ARTICLE 17. SOURCES OF INCOME

For the purpose of raising and generating funds and other resources (in cash or in bond) for the realization of its aims and objective, The Oxford and Cambridge Club may:

17.1.Accept donations (whether cash and /or kind) from individuals, corporate bodies and Foundations in Nigeria or elsewhere.

17.2.Receive grants or assistance from individuals, trusts, Foundation and other charitable or philanthropic initiative in Nigeria or elsewhere; and funding will also come from members' personal means.

17.3.Charge fees for programmes and premises etc.

17.4. Charge membership dues and other fees.

ARTICLE 18. BANK ACCOUNT

18.1. The Oxford and Cambridge Club shall maintain Current(s), Saving(s) and any other financial account(s) through which the income of The Oxford and Cambridge Club are kept.

18.2. Withdrawals/Disbursement of Funds: Every withdrawal from any Oxford and Cambridge Club bank account shall be approved by the authorized signatories on the bank mandate.

18.3. Cheques and other written instruments for the withdrawal of funds from the bank shall be signed by the President and/or the Honorary Treasurer with a Vice-President, the Honorary Secretary or other member of the Executive Committee. The Bank mandate shall be approved by the Executive Committee.

ARTICLE 19: KEEPING OF ACCOUNTS

The Association shall ensure the accurate keeping of records of all income and expenditure.

ARTICLE 20: COMMITTEES

20.1. The Executive Committee may appoint Committees, whether standing or ad hoc, as they deem appropriate to carry out such duties as they may delegate to them.

20.2. Appointments: The President, in consultation with the Executive Committee, shall appoint chairpersons and members of all Committees or remove them; members may recommend to the President persons they consider suitable for various Committees; the serving period for members of the Committees is at the discretion of the President; each Committee shall include at least one member of the Executive to act as liaison between the Executive and the Committee; the President shall be an ex-officio member of all Committees;

20.3. Standing Committees: there shall be the following Standing Committees with terms of reference to be determined by the Executive Committee from time to time;

- (a) May Ball Committee.
- (b) Education Committee;
- (c) Finance and General Purpose Committee;
- (d) Any other Standing Committee as may be determined by the Executive Committee from time to time.

ARTICLE 21: APPOINTMENT OF AUDITOR(S)

21.1. The Executive Committee shall appoint Auditors registered to provide such services in the Federal Republic of Nigeria to audit the financial record of the Association and submit an audited report to the General Meeting of the Association.

21.2 Accordingly, the Auditor or any person authorized by him in that capacity shall have access to all books, records, returns and other documents related to these accounts.

21.3 Each period of appointment shall be for one calendar year.

ARTICLE 22: FINANCIAL YEAR

The Financial year of the Club shall be from the 1st January to 31st December.

ARTICLE 23: BY-LAW AND AMENDMENT OF CONSTITUTION

23.1. The association may enact By-law for effective day to day administration or management. The provisions of the By-law shall not be inconsistent with the provisions of this constitution and shall before it becomes operational be registered with the Corporate Affairs Commission. The registered By-law shall be effective and binding on all members and organs of the association.

23.2. The association may alter the provisions of this constitution or the by-law at a general meeting by a resolution passed by simple majority of its members and approved by the Corporate Affairs Commission.

23.3. No alteration or additions to this Constitution shall be made except at a general meeting, and they shall not come into force without the prior sanction of the Registrar of Companies.

ARTICLE 24: DISSOLUTION

24.1 The Club shall not be dissolved, except with the consent of 3/5 of the Ordinary members of the Club expressed in person.

24.2 In the event of the Club being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Club shall be fully discharged

24.2 Notice of dissolution shall be given within 7 days of the dissolution to the Registrar of Companies. No alterations or additions to these rules shall be made except at a general meeting, and they shall not come into force without the prior sanction of the Registrar of Companies.

ARTICLE 25: SPECIAL CLAUSE

25.1. The income and property of The Oxford and Cambridge Club of Nigeria how so ever derived shall be applied solely towards the promotion of the objects 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 Club.

25.2. Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration of an officer or servant of the body in return for any service actually rendered to the body or association provided that:

(a) No member of the Executive Committee, or any Standing or Ad hoc Committee, shall be appointed to any salaried office of the Club, or any office of the Club paid by fees; and

(b) no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such Executive Committee or any Standing or Ad hoc Committee except repayment of out of pocket expenses or reasonable and proper rent for premises demised, or let to the Club or reasonable fees for services rendered.

25.3. If in the event of a winding up or dissolution of the Club 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 Club, but shall be given or transferred to some other institutions having objects similar to the objects of the Club, such institutions to be determined by the members of the Club at or before the time of dissolution.

25.4. If effect cannot be given to the aforesaid provisions, the remaining shall be transferred to some charitable objects.

NAME: **SIGNATURE/DATE:**

CHAIRMAN BOARD OF TRUSTEES

NAME: **SIGNATURE/DATE:**

HON. SECRETARY of The Oxford and Cambridge Club of Nigeria