

THE

CONSTITUTION



OF

**KIDS & TEENS RESOURCE CENTRE
(K&TRC)**

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Preamble

The **KIDS & TEENS RESOURCE CENTRE (K&TRC)** was founded in 2002. In establishing the organisation, the members of the founding board clearly acknowledged the critical importance of mobilizing action to respond to HIV/AIDS, Poverty, Education and Environment in our society before it became a serious threat to the people and the social and economic development of the country. In recognition of their contributions in the establishment of this organisation, the names of the members of the founding board shall remain a part of the Constitution of the organisation in perpetuity.

Members of the Founding Board:

Prof. Joseph O Oluwasanmi	(Chairman)
Prof. Tony Elujoba	(Vice-Chairman)
Falana Martin-Mary	(Secretary)
Mrs. Caroline. M. Fadakinni	(Treasurer)
Alhaja Sola Rashidat Ojo	(Board Member)

Article 1: Name of the Organisation

- 1.1 The name of the organisation is **KIDS & TEENS RESOURCE CENTRE**.

Article 1.2: Purpose of the Organisation

K&TRC is a non-profit, non-political and non-governmental organization founded in December, 2002 to advance, promote and support efforts of government and all other stakeholders involved in children and youth developmental activities.

K&TRC works for and with in-school, out-of-school youths and children, with special emphasis on street kids and working children (e.g. apprentices). K&TRC provides support for children by creating an enabling environment and empowering their parents and teachers to enable them achieve their full potentials.

Vision:

"A secured future". A world where children and young people are supported to achieve their full potentials, assume more control over their lives, and actively contribute to the sustainable development of their communities.

The mission of the **KIDS & TEENS RESOURCE CENTRE (K&TRC)** is to build a better society through activities which may prevent the occurrence of delinquency among young people, alleviate their standard of living; and to assist troubled young people through self-help programs.

- 1.4 K&TRC also contributes to a concerted national response to HIV/AIDS and sexually transmitted infections (STI) through supporting civil society efforts to address community sexual health and HIV/STI concerns and vulnerabilities, including HIV/STI prevention, care, support and the protection of human rights for people living with HIV/STI. K&TRC

does this through mobilising technical and financial resources in support of other NGOs, community based organisations and communities responding to HIV/STI, clean environment, eradication of poverty, child's right and sustainable community development.

Article 1.3 The specific objectives of the Organisation are to:

In pursuance of its obligation, role, vision and mission, the objects of K&TRC are:

1. To initiate, design and implement intervention project in development activities for the youths.
2. To produce and provide behavioral change communication (BCC) materials and communicate intervention project for target youths.
3. To improve the health of young people and children through educative programs and referral to health institutions for qualitative health services.
4. To empower young people economically through program that will support vocational training, provide business education, and facilitate self-employment ventures.
5. To support the development of a sustainable environment through programs that will preserve, develop and manage our abundant human, nature and material resources within the youths.
6. To provide psychosocial support for the less-privileged youths affected and infected with HIV/AIDS and other sexually transmitted infections.

Article 1.4: Location of the Organisation

The Organisation's Head Office is based in Akure, Ondo State OF Nigeria.

ARTICLE 2: THE BOARD OF TRUSTEES (Governing Board)

1. The Trustees of **KIDS & TEENS RESOURCE CENTRE** for the purpose of the Companies and Allied Matters Act No. 1 of 1990, Part C, shall be appointed at a General Meeting of the Organization.

QUORUM: It shall be 2/3 majority of the members present at the General Meeting.

2. Such Trustees (hereinafter referred) to as "**THE TRUSTEES**" shall not be less than **Five (5)** nor more than **Ten (10)** in number and shall be known as the **INCORPORATED TRUSTEES OF KIDS & TEENS RESOURCE CENTRE**.
3. The Trustees shall hold office for life but a Trustee ceases to hold office if he/she.
 - a. Resigns his Office
 - b. Ceases to be a member of the Incorporated Trustees of **KIDS & TEENS RESOURCE CENTRE**.
 - c. Become Insane,
 - d. Is officially declared Bankrupt
 - e. Is convicted of a criminal-offence involving dishonesty by a court of competent jurisdiction.
 - f. Is recommended for removal from office by a **two-third** majority vote of members present at any General Meeting of **KIDS & TEENS RESOURCE CENTRE**
 - g. Ceases to reside in Nigeria.

4. Upon a vacancy occurring in the number of Trustees a General Meeting will be held to appoint another eligible member of **KIDS & TEENS RESOURCE CENTRE**.

5. The Trustees shall apply to the Registrar-General, Corporate Affairs Commission for a Certificate of Incorporation under the Companies and Allied Matters Act 1990.
6. If such certificate is granted, the Trustees shall have power to accept and hold in trust all land belonging to the Organization. And to acquire Land on behalf of the Organization subject to such condition as the Corporate Affairs Commission may impose.

AUDITORS:

Auditors shall be appointed at the General Meeting of the **Organization**, to audit the Accounts of the **Organization** annually or as may be requested by the Board of Trustees.

The Audited Reports shall be submitted to the General Meeting through the Board of Trustees of **KIDS & TEENS RESOURCE CENTRE** for approval.

Article 3: Governance of the Organisation

- 3.1 The Organisation is a membership organisation governed by a Board of Trustees made up of individuals elected by the Members itself.
- 3.2 Powers and responsibilities of the Board of Trustees are as follows:
 - 3.1.1 The Board of Trustees is the highest authority of the Organisation
 - 3.1.2 The Board of Trustees of Trustees shall engage in a consultative process with relevant stakeholders.
 - 3.1.3 The Board of Trustees defines the vision of the Organisation and guides the overall strategies and directions of the programmes undertaken to ensure that Organisation activities contribute to the national response to STI/HIV/AIDS in Nigeria.
 - 3.1.4 The Board of Trustees shall adopt and oversee the policies and procedures of the Organisation including staffing structure, financial and personnel policies.
 - 3.1.5 The Board of Trustees shall approve the annual work plan and estimated budget of the Organisation each December. The budget will be approved by a quorum of 2/3 of all voting members of the Board of Trustees.
 - 3.1.6 The Board of Trustees shall work to support staff in achieving the goals and objectives of the Organisation.
 - 3.1.7 The Board of Trustees shall recruit, appoint, suspend or remove an Executive Director with due process.
 - 3.1.8 The Board of Trustees shall endeavour to make the Foundation an effective, efficient and credible organisation. The Board of Trustees shall, in all its actions and deliberations, be accountable to the Nigerian public at large, and serve the needs of the people.
 - 3.1.9 The Board of Trustees shall assist the staff to mobilise, generate, raise and collect funds in the form of grants, donations or fees for services.
 - 3.1.10 The Board of Trustees shall supervise the opening; operation and closing of bank accounts for the Organisation, including authorising appropriate persons to operate such accounts.
 - 3.1.11 The Board of Trustees shall oversee the proper utilisation, management, accounting and auditing of assets, income and expenditures of the Organisation
 - 3.1.12 The Board of Trustees shall direct all other business, which is legal and deemed necessary for the activities of the Organisation.

3.3 Committees

- 3.2.1 The Board of Trustees shall create any committees, which the Board of Trustees deems necessary to carry out specific and specified functions including but not limited to an Executive Director recruitment committee, and recruitment committee for new Board of Trustees members.
- 3.2.2 Committees shall comprise three (3) to five (5) members.
- 3.3.3 One member of the Board of Trustees will chair each committee.

3.4 Composition of the Board of Trustees

- 3.4.1 The Board of Trustees shall consist of an odd number of voting members with a minimum of five (5) and maximum of seven (9) voting members. In addition, the agencies providing funding to the foundation may appoint one representative to serve as a non-voting member. The Executive Director shall serve as an unofficial member, without voting rights, and undertake the responsibilities of Board of Trustees/Secretary.
- 3.4.2 The Board of Trustees shall elect a Chairman, Vice Chairman, Secretary and Treasurer.

3.5 Qualifications of Board of Trustees members

- 3.5.1 The Board of Trustees members:
- shall be honest and of/have a good reputation;
 - shall be committed to the mission of the Organisation and be available to carry out the responsibilities of the Board of Trustees;
 - should not be related to possible beneficiaries of the Organisation;
- May be members of political parties but shall not represent the interests of the parties within the Organisation.
- 3.5.2 The Board of Trustees shall reflect a gender balance and a broad range of skills and experience including among them some or all of the following:
- knowledge of sexual health and STI/HIV/AIDS;
 - knowledge of gender issue;
 - experience in civil society development;
 - experience in training;
 - experience with working with the media;
 - experience in organisational development;
 - experience in financial management;
 - experience in fundraising.

3.6 Selection and terms of office of members of the Board of Trustees with full voting rights

- 3.6.1 Voting Board of Trustees members are elected for a two-year term of office after which they may be elected for a further two-year term. Members who have served on the Board of Trustees for four consecutive years may not be re-elected to sit on the Board of Trustees for one full year. Limitations on terms of office are effective as from 1 January 2000.
- 3.6.2 Existing Board of Trustees members, donors, staff and other agencies involved in HIV/AIDS work can be consulted for nominations of candidates for Board of Trustees positions.
- 3.6.3 The existing Board of Trustees shall elect new Board members before the expiration of a member's term. With a quorum of $\frac{1}{2}$ of the voting members, a majority vote is required for approval of a new Board member.

- 3.6.4 After annual Board of Trustees elections, the new Board of Trustees shall elect the officers. The officers shall be elected for one-year terms and may be re-elected to the same position for a maximum of one further year only.
- 3.6.5 Where possible, any Board of Trustees member or officer wishing to resign from his/her post must give at least one month's notice and will be released from the Board when he/she has been replaced.
- 3.6.6 Any Board of Trustees member deemed to be acting contrary to the interests of the organisation, the constitution or the Code of Ethics for Board of Trustees Members may be removed from the Board of Trustees by a vote of no-confidence passed by the Board at a Board meeting. A 2/3-majority vote by all the voting members of the Board is required to remove a member from the Board of Trustees.
- 3.6.7 If a Board of Trustees member is absent from three consecutive Board of Trustees meetings without a written valid reason, the member will automatically be considered to have resigned.
- 3.6.8 In the event of an early vacancy, the Board of Trustees shall hold elections to select a new member to complete the duration of the original term.
- 3.7 Duties of Board of Trustees Officers
 - 3.7.1 The Chairman of the Board of Trustees shall be the principal officer of the Organisation and shall chair all Board of Trustees meetings. The Chairman shall represent the Board and carry out any necessary consultations with Board of Trustees members, the Executive Director or committees between meetings.
 - 3.7.2 The Chairman shall receive, consider and prepare recommendations for the Board of Trustees to make decisions regarding the resignation of members of the Board of Trustees and the Executive Director.
 - 3.7.3 The Vice-Chairman shall perform all duties and responsibilities of the Chairman in his/her absence and any other appropriate duties assigned by the Board of Trustees.
 - 3.7.4 The Treasurer shall work to ensure proper financial management of the Organisation by working in consultation with the Executive Director and Board of Trustees to oversee the proper maintenance of financial records of the Organisation, proper accounting and auditing of the accounts of the Organisation, and to review appropriate financial documents such as the annual budget.
 - 3.7.5 The Treasurer shall work with the Executive Director to prepare quarterly financial reports to be presented to the Board of Trustees at their meetings.
 - 3.7.6 The Executive Director shall act as Secretary to the Board of Trustees, ensuring that Board of Trustees members receive notice of all meetings that an agenda is circulated, and that minutes of all Board of Trustees meetings are kept. In this role the Executive Director shall undertake or supervise other administrative tasks necessary for the Board's effective functioning, as and when required.

3.8 Board of Trustees Meetings

- 3.8.1 The Board of Trustees shall meet not less than four times a year, every three months.
- 3.8.2 Additional extra-ordinary meetings may be called by the Chairman or through the Chairman upon the written request of at least three other Board members.
- 3.8.3 The date and agenda of meetings shall be notified to Board members no less than five (5) days before a meeting.
- 3.8.4 A Board of Trustees meeting shall be considered valid only when a quorum of 50% plus one of the voting members is present unless otherwise specified in this Constitution. A 2/3 majority vote in a meeting of all the voting members of the Board is required for actions related to the employment status of the Executive Director, approval of the annual budget and other actions so specified in the articles of this Constitution. Voting members who cannot attend a Board meeting may submit a written vote in absentia.
- 3.8.5 Decisions on issues will be made by a majority vote except in cases specified in this Constitution, and all decisions shall be recorded in the minutes of the Board meetings. Votes shall be secret on personnel matters and open in all other cases. Each voting member shall have one vote. In the case of an even number of votes, the Chairman shall have the deciding vote.
- 3.8.6 If a Board of Trustees member has a potential conflict of interest, the member shall state the conflict and may be requested to abstain from voting on the particular issue. If the Chairman has a potential conflict of interest in the issue discussed, the Vice-Chairman will chair the meeting.
- 3.8.9 If it is necessary, the Board may call for an executive session (voting Board members only) to deal with confidential issues.

3.9 Board of Trustees records

- 3.9.1 A full record shall be kept of all Board of Trustees meetings. Minutes of board meeting shall include the agenda, the decisions taken by the Board, the results of secret votes in figures, the results of open votes by name, announcements of any conflicts of interests and statements of members protesting decisions of the Board. The protesting member shall explain such protests in writing.
- 3.9.2 Minutes of meetings shall be distributed to all board members and made available to all staff. These minutes shall be signed by the Executive Director and Chair of the meeting and shall be approved at the next Board meeting.

ARTICLE 4: Staff of the Organisation

- 4.1 The Board shall appoint and empower an Executive Director to carry out the functions of the Foundation. The Board in consultation with the donors shall carry out the recruitment of the Executive Director in a professional, transparent and competitive process. The appointment of the Executive Director can only be approved by 2/3 majority vote in a

meeting of all voting members. Voting members who cannot attend the meeting may submit a written vote in absentia.

- 4.2 The Chairman of the Board will sign with the Executive Director his/her employment contract. This contract will define the Executive Director's powers, duties and responsibilities, grounds for dismissal, salary rate, remuneration and Code of Conduct.
- 4.3 The Board shall conduct an annual performance appraisal of the Executive Director based on performance objectives agreed at the beginning of the year. In the event of breach of responsibility or non-performance, the contract of the Executive Director may be terminated or not renewed in a decision made by 2/3 majority vote at a meeting of all the voting members in accordance with due notice requirements. Voting members who are not able to attend the meeting may submit a written vote in absentia.
- 4.4 The Executive Director shall work closely with the Chairman to ensure that a good working relationship and effective communication exists between the Board, staff and others in order to achieve the mission of the Organisation.
- 4.5 The Executive Director shall be responsible for:
- the custodian of the Seal of the Organisation as the Secretary to the Board and shall provide it when required for use by the Trustees. All documents to be executed by the Trustees shall be signed by the Chairman and any other members of the Trustees and Sealed with the Common Seal.
 - management of the finances, assets, activities and routine functioning of the Organisation within the overall vision, strategy and policies adopted by the Board;
 - recruitment of staff in a transparent and competitive manner within the staffing requirements established by the Board and the signing of their employment contracts and a Code of Conduct;
 - preparation of written reports to the Board at the quarterly Board meetings regarding the activities and financial status of the organisation;
 - representation of the staff at Board meetings and liaison between the Board and the staff. Board decisions duly recorded and considered binding shall be conveyed by the Executive Director to the staff;
 - representation of the Organisation inside and outside the country with government, donors, collaborating organisations and the general public.
- 4.5 The staff of the Organisation shall carry out activities under the supervision of the Executive Director. Programme proposals and budgets for funding to donors must be approved by the Board prior to being submitted.
- 4.6 The Board may request the attendance and reporting of other staff at any Board meeting.

ARTICLE 5: Funds of the Organisation

- 5.1 The funds of the Organisation may consist of:
- Grants, donations, gifts, bequests and other transfers from individuals, businesses, organisations, Government, non-government bodies or any other legal source;
 - Income from mission-related services, programmes, publications, sale of assets or other activities.

- 5.2 All donated and other funds shall be the property of the Organisation. Assets provided by international programmes and projects shall be subject to internationally accepted rules and regulations of the funding agency. No member of the Board or staff of the Organisation shall conduct any financial or economic activities using the Organisation's assets or finances for his/her personal gain.
- 5.3 Funding will not be accepted by the Organisation from any political party or from any representative of a political party. Funding which may compromise the non-political status of the organisation will not be accepted.
- 5.4 The funds may be used only for activities related to the mission of the Organisation. The use of the funds will be subject to the financial laws in Nigeria. The funds may not be use for any activities, which breach Nigerian law.
- 5.5 The Organisation may not provide any benefits to any political candidate or representative of any political party.
- 5.6 The staff and Board members shall not, whether in an official or personal capacity, misuse the funds. No staff or Board member shall use the funds for their personal benefit or benefit of organisations from which they derive any income.
- 5.7 The funds of the Organisation shall be kept in a bank account or accounts with the signatories of any accounts determined by the Board.
- 5.8 The Board shall be responsible to ensure that staff manages the funds of the Organisation properly and in a transparent and accountable manner.
- 5.8.1 The Organisation will be accountable to its donors for the use of funds according to conditions stipulated for the use of those funds.
- 5.8.2 The Organisation will not take responsibility for any liabilities incurred on behalf of people under service contract while doing work under these contracts.
- 5.8.3 No members of the Board shall receive any funds or property as remuneration by virtue of being a member of the Board. Board members shall only be reimbursed expenses incurred in carrying out the official business of the Organisation as authorised by the Board.

ARTICLE 6: Financial Year of the Organisation

- 6 The financial year will be ending on the 31st of December.
- 6.1 The first financial year will commence at the official registration date of the Organisation and the last year will end on the day the official registration is cancelled.

ARTICLE 7: Annual Audit

- 7.1 The accounts of the Organisation shall be audited annually by an approved firm of financial auditors duly appointed by the Board with the results circulated to all Board members. The auditors will comply with the Laws of Nigeria

7.2 An Internal Auditor shall be independent of other departments; shall include the prevention, detection and correction of fraud, clerical and arithmetical errors in accounting books and documents. Shall visit branches to appraise other financial activities with the aim of ensuring compliance with the goal of the organisation.

7.3 An External Auditor shall examine the books and account of the organisation and report thereon showing the financial statement, irregularities discovered, advice on the possible remedy, and any suggestion for improvement on the financial administration

ARTICLE 8: THE COMMON SEAL

- a. The Trustees shall have a common seal, which shall be kept in the custody of the **SECRETARY** who shall produce it when requested for use by the Trustees.
- b. All documents to be executed by the Trustees shall be signed by the **Chairman** and **General Secretary** and sealed with the Common Seal.

ARTICLE 9: MEETINGS/QUORUM

- 9.1 The venue of meetings shall be a 2/3 majority of members. Decisions at any meeting shall be by simple majority. Any member who wants to speak at meetings shall indicate by raising his or her hands. No member(s) shall speak more than once on any matter except with the permission of the chairman of the meeting.

ARTICLE 10: Amendment of the Constitution

The Constitution of the Organisation may be amended ~~by a resolution of the Board~~ at the general meeting duly convened for that purpose and supported by not less than 2/3 majority of the members present.

- 10.1 At least three members of the Board must agree to sponsor the resolution of amendment.
- 10.2 The text of any proposed amendment and the existing text shall be circulated to all Board members with notification of the meeting at least 10 days prior to the meeting at which the proposed amendments are to be considered.

ARTICLE 11: Dissolution of the Organisation

- 11.1 The Organisation may be dissolved by a resolution adopted by the full complement of voting members of the Board at a special meeting convened for that purpose. Notice of the meeting for the purpose of dissolution shall be circulated to all Board members along with the resolution to dissolve, at least 10 days prior to such a meeting.
- 11.2 The Board decision to dissolve the Organisation will be notified to the public within 21 days of the decision. The Organisation will be considered dissolved when it is removed from the Registry of the Ministry of Women Affairs, Youth and Social Development and the Corporate Affairs Commission.
- 11.3 All procedures for dissolution shall be in accordance with the law in Nigeria.