



**NIGERIANS IN DIASPORA ORGANISATION EUROPE
(NIDOE) SLOVAKIA CHAPTER**

(CONSTITUTION)

MEMORANDUM AND ARTICLES OF ASSOCIATION

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MEMORANDUM OF ASSOCIATION OF NIGERIANS IN DIASPORA ORGANIZATION EUROPE SLOVAKIA CHAPTER

1. NAME AND REGISTERED OFFICE

The name of the Organization, which is a Non-Governmental Organization shall be the "Nigerians in Diaspora Organization Europe (NIDOE) - Slovakia Chapter".

The Registered Office of the Organization shall be situated in Bratislava, with activities covering the whole of Slovakia.

It shall work closely with all other NIDOE-Organizations, chapters and with the European continental headquarters in London.

2. OBJECTS OF THE ORGANIZATION

The purpose of the Organization is to provide an establishment, a platform and forum to enable Nigerians living in Slovakia to participate fully in the process of visioning, planning and the promotion of democracy, social, economic and cultural development and good governance of Nigeria, and in furtherance thereof, but not otherwise:

- (A) To promote the principles of equality of opportunity, diversity and good relations between persons of different racial groups in the communities and in particular Nigerians in Diaspora, so that the beneficiaries of the Organization are able to realize their full potential in any undertaking.
- (B) To participate in the promotion of social and cultural harmony within the Slovakia communities
- (C) To establish and maintain close liaison with the Nigerian and European governments and other representative bodies having objects similar in whole or in part to the Organization
- (D) To promote the spirit of patriotism amongst Nigerians living in Slovakia and encourage their participation in the affairs of Nigeria.
- (E) To encourage Nigerians living in Slovakia to be good and law-abiding citizens and to promote better relationship between Slovak and Nigerians.
- (F) To encourage contacts and networking amongst Nigerians living in Slovakia, Europe, the Americas and elsewhere and with community groups, voluntary organizations, government

departments, statutory and non-statutory authorities, businesses, individuals and all other organizations and in particular based on pressing social, economic, democratic and cultural issues in Nigeria.

- (G) To assist in promoting and enhancing a good image for Nigeria in Slovakia and the international arena in all its ramifications by whatever ethical and legitimate means that are feasible.
- (H) To serve as technical advisers, partners and act as catalysts with Nigeria with respect to development of policies, organization and implementation of social and economic programs.
- (I) On specific requests from Government, NGOs, and other bodies, incorporated or unincorporated to provide services or give advice on specific matters of social, economic or cultural projects in the interest of Nigerians and Nigeria.
- (J) To encourage and assist Nigerians who wish to return to Nigeria permanently, and discourage skilled Nigerians from emigrating from Nigeria, thereby helping in stemming further brain drain.
- (K) To assist and support members who may run into difficulties.
- (L) To assist and support members grow and achieve their potentials in whichever way possible.
- (M) To assist one another in emergency situations.
- (N) In special circumstances, to represent members before the authorities
- (O) To organize lectures, seminars, debates on matters relating to Nigeria.

3. POWERS OF THE ASSOCIATION

In furtherance to the objects, the Organization shall exercise the following powers:

- (A) To establish and operate a secretariat in Bratislava and establish affiliations with other chapters across Europe and elsewhere as may be necessary
- (B) To build up a database of Nigerians with appropriate skills and use such database for the benefit of Nigeria, Nigerians, public and private sector organizations or institutions either in Nigeria or outside Nigeria who are working in the interest of social, economic, democratic or cultural development of Nigeria
- (C) To arrange meetings, conferences and functions in Slovakia, Nigeria and elsewhere and to conduct gatherings of specialist groups, community groups, voluntary organizations, government departments, statutory and non statutory authorities, businesses and individuals when necessary with the aim of encouraging members to meet and discuss matters of mutual concern and issues relating to Nigeria and to the objects of the Organization

- (D) To collect and to print, and sell when appropriate, publish, issue such papers, books, periodicals, pamphlets or other documents or films, or recorded tapes (whether audio or visual including digital or and electronic formats) and circulate to its members and others the views of the organization, events affecting Nigerians in Europe and elsewhere and events in Nigeria and any other matter of common interest to Nigerians in general including relevant information about democratic, social, economic and cultural matters in Nigeria and Europe
- (E) To assist and receive assistance from any such charitable association, trust, society or organization incorporated or unincorporated in furtherance of the objects of the Organization.
- (F) To establish, finance and manage, whether in Slovakia or elsewhere, any charitable or non-charitable body, association or organization (whether incorporated or unincorporated) to carry out the objects within the territory it is established.
- (G) To establish or support an investment fund "Nigerians in Diaspora Europe Fund" (NIDEF) to encourage: Nigerians in Europe to invest in strategic, economically viable projects in Nigeria Entrepreneurship and capital inflow into Nigeria
- (H) To obtain, collect and receive money and raise funds and to invite and receive funds or contributions from any persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Organization shall not undertake permanent trading activities in raising funds for the Objects;
- (I) To with or without security give financial assistance by way of loans, donations or subscriptions or otherwise to any charitable association, trust, society, or corporation for the purpose of furthering the Objects;

4. MEMBERSHIP

The subscribers to the Memorandum of Association and such persons as the Executive board/council shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Organization. Membership of the Organization shall be open to:

- (A) Individuals of 18 years and over resident anywhere in Slovakia who are either born in Nigeria or are descendants of a Nigerian, who agree to abide by this Memorandum of Association and uphold the Organization's Code of Conduct.
- (B) The Code of Conduct as may be contained in the Rules of the Association and who are willing to pay the Application Fee and the Annual Subscription; and
- (C) Persons and Organizations, whether corporate or incorporated that agree with the Objects and are interested in furthering the work of the Organization.

- (D) Applications for membership must be made in writing to the General Secretary and submitted with the appropriate non-refundable Application Fee which is payable once only.
- (E) The Application Fee and the Annual Subscription payable by each Member shall be such sum as shall be determined from time to time by the Executive board/council and approved at a quorum at Annual General Meeting or Extraordinary General Meeting; the Membership shall not take effect until the Application Fee and the Annual Subscription determined have been paid to the Organization.
- (F) Applications to be a Member of the Organization shall be reviewed by the Membership Committee, at any of its sittings following the receipt of the Application Form. The Committee after due consideration of all Application Forms submitted to it shall make its recommendations to the Executive board/council on the suitability of the applicants. The Executive board/council must provide written approval of all Application Forms prior to any applicant becoming a member.
- (G) The membership of the Organization shall consist of three classes, Full Members, Corporate Members and Honorary Members.
- (H) For the purpose of registration the number of Members of the Organization shall be unlimited.
- (I) The Executive board/council shall have the right to accept or reject any application for membership having taken advice from the Full Members who have resolved at a meeting by a majority of not less than two thirds of the Full Members present and voting convened solely or inter alia for the purpose of considering such resolution, at which the applicant concerned has been given reasonable notice and a reasonable opportunity of being heard in his own defence, and their rejection of any application shall not be called in question in any way if such resolution shall be passed.

4.1. RIGHTS OF MEMBERS

Full Membership of the Organization shall confer the following rights and privileges:

Use of the Organization's premises and facilities subject to the Rules of the Organization governing the use of those facilities;

- (A) Membership to the Slovakia Chapter shall automatically translate to membership of NIDO-Europe;
- (B) The right to vote and speak at any Annual and/or General Meeting of the Organization;
- (C) The right to vote at elections and to stand for election as a member of the executive board/council of the Organization;

- (D) Membership of all clubs and societies affiliated to the Organization, where such provisions for membership exist between them subject to agreeing to abide by the rules of such clubs and societies; the right, subject to such restrictions as numbers may force, to participate in all social activities of the Organization. The Executive board/council of the Organization may at any time refuse admission to any social activity organised by the Organization for good reason; and
- (E) Such other privileges as are by these Articles conferred on Full Members of the Organization.
- (F) The rights and obligations of a Member shall be personal to him and shall not be transferable and shall cease on his death or if he shall resign his membership or if the Member is a Corporate Member goes into liquidation either voluntarily or compulsorily otherwise than for the purpose of amalgamation or reconstruction.
- (G) There shall be a Welfare Fund to which members shall make regular contributions. Members shall be entitled to a welfare package when the need arises, so long as there are adequate provisions in the welfare fund.

4.2 CESSATION OF MEMBERSHIP

A Member of the Organization shall cease or be expelled from the membership of the Organization and his name shall be forthwith removed from the register of Members if:

The Member sends written notice of resignation to the Chairman of the Executive board/council or General Secretary; or

- (A) The Member fails to pay the amount of any subscription or other sum payable under these Articles within one year of the date when such amount became payable, or
- (B) The Organization resolves at a meeting that the Member shall cease to be a Member by a majority of not less than two-thirds of the Full Members present and voting convened solely or inter alia for the purpose of considering such resolution, at which the Member concerned has been given reasonable notice and a reasonable opportunity of being heard or of submitting written representations at such meeting, and the rejection of the Membership shall not be called in question in any way if such resolution shall be passed. The notice convening such meeting shall state that the cessation of the Member's membership is on the agenda for that meeting; or
- (C) Any Member being a Corporate Member shall be ordered to be wound up or shall resolve to wind up voluntarily; or
- (D) The conduct of any Member shall, in the opinion of the Executive board/council, be Injurious (as defined by the Code of Conduct) to the interests of the Organization, the Executive board/council may resolve at a Meeting where a majority of not less than two-thirds of the Full Members present and voting convened solely or inter alia for the purpose

of considering such resolution, at which the Member concerned has been given reasonable notice and a reasonable opportunity of being heard or of submitting written representations at such meeting, that such conduct in the interests of the Organization requires the expulsion of such Member from the Organization. That such Member is expelled from membership of the Organization whereupon such Member shall cease to be a Member of the Organization and his or its name shall be forthwith removed from the register of Members.

- (E) No Member upon ceasing to be a Member of the Organization shall be entitled to be repaid his or its Application Fee or Annual Subscription paid to the Organization or any part thereof but shall remain liable to pay to the Organization all sums becoming due and payable by him or it to the Organization by way of annual subscription prior to such cessation.

5. ORGANS OF THE ORGANISATION

The Organs of the Organisation shall be The General House, The Executive Board/Council and the Advisory Board.

5.1 The General House

The General House shall be the supreme Organ of the Organisation. It is the full assembly of all members of the Organisation. The General House or The Assembly of Full Members shall have the power to approve, rectify, and amend all or part of the decisions, operations, proposals, etc., of the executive board/council. All Organs are answerable to the General House/The Assembly of Full Members. The General House shall generally operate on simple majority principle, except otherwise specified. It takes its decisions by passing resolutions.

The General House shall have the following functions:

- (A) The General House or meeting shall be the forum at which all members meet to discuss and express views on the affairs, conduct and running of the Organisation;
- (B) It is the supreme Organ of the Organisation with powers to pass decisions on all matters of the Organisation; Its decision is final.
- (C) It has powers to assign pressing issues to the executive board/council or Ad-hoc committees for deliberation and necessary actions or recommendations back to it;
- (D) Removal of Officers in accordance with the provision of the Constitution.
- (E) The General House shall have the power to appoint auditors.

5.2. General Meetings

There shall be two types of General meetings. They shall be called Annual General Meeting and Extraordinary General Meeting.

5.2.1. Annual General Meetings

The Annual General Meeting shall be held (at least once a year) at such time and place, as the Executive board/council shall appoint. The Organization shall hold a General Meeting every year as its Annual General Meeting and shall specify the meeting as such in the notice calling it.

5.2.2. Extraordinary General Meetings

All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.

The Executive board/council may, whenever they think fit, convene an Extraordinary General Meeting.

5.2.3. Notice Of General Meeting

- (A) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least.
- (B) Annual General Meeting, shall specify the meeting as such and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Organization in general meeting, to such persons as are, under these Articles or the Act, entitled to receive such notices from the Organization: PROVIDED THAT a meeting of the Organization shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
- (C) In the case of a meeting called as the Annual General Meeting, by all the Full Members entitled to attend and vote thereat; and
- (D) In the case of any other meeting, by the majority in number of the Full Members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the Full Members.
- (E) The accidental omission to give notice of a meeting to, or the nonreceipt of such notice by, any person entitled to receive notice thereof shall not invalidate any proceedings at that meeting.
- (F) Attendance at General Meetings shall not be limited to the Members or proxies or authorised representatives of the Members and the Executive

board/council may invite other persons to attend and speak thereat but persons so invited shall not have voting rights.

5.2.4 Proceedings At General Meetings

- (A) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business transacted at an Annual General Meeting shall also be deemed to be special, with the exception of the consideration of the accounts and balance sheet and the reports of the Chairman, the Executive board/council and of the Auditors, and the appointment of, and authorizing the fixing of the remuneration of, the Auditors.
- (B) The quorum of the Annual General Meeting shall be 10% (ten per cent) of the Full Members which shall include a quorum of the Executive board/council that are present and entitled to vote.
- (C) No business shall be transacted at any General Meeting unless a quorum is present.
- (D) If within half an hour from the time appointed for the holding of a Meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of the Full Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time or place, or at such other time and place as the Executive board/council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting any Full Member present in person or by proxy shall be a quorum.
- (E) The Chairman of the Executive board/council, if any, shall preside as Chairman at every General Meeting or if the Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unable to preside, the Vice-Chairman of the Executive board/council, if any, shall preside or if the Vice-Chairman shall not be present or shall be unable to preside, the Members present shall choose some member of the Executive board/council, or if no such member is present, or if all the members of the Executive board/council present decline to take the chair, the Members present shall choose one of their number to be Chairman of the meeting.
- (F) The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

- (G) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, (before or upon the declaration of the result of the show of hands) demanded: By the Chairman or any of the Executive board/council present.
- (H) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of any general meeting shall be entitled to a second or casting vote.
- (I) A Chairman shall not vote in respect of any matter in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.
- (J) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (K) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (L) Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Organization duly convened and held. Any such resolution may consist of several instruments in the like form each signed by or on behalf of one or more members. This Article shall not apply to a resolution passed pursuant to change of this Article or removal of officers.

5.2.5. Votes Of Full Members

- (A) On a show of hands every Full Member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorized representative, not being himself a Full Member entitled to vote, shall have one vote. On a poll every Full Member present in person or by proxy shall have one vote.
- (B) Save as herein expressly provided, no Member other than a Full Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Organization in respect of membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another Full Member, at any General Meeting.
- (C) No objection shall be raised as to the qualification of any Full Member to vote, except at the meeting or adjourned meeting at which the objection is raised, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Executive board/council whose decision shall be final and conclusive.

5.2.6 Proxies

- (A) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if such appointer is a corporation under seal, or under the hand of some officer or attorney duly authorized in that behalf.
- (B) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy of that power certified notarially or in some other way approved by the Executive board/council shall be deposited with the Officer as may be specified for that purpose in the notice convening the meeting or adjourned meeting not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of a proxy shall not be treated as valid.
- (C) An instrument appointing a proxy shall be in the following form with such variations as the circumstances may require, or in any other form acceptable to the Executive board/council.

"I (We) "of "a member of
"hereby appoint "of "and failing him "of

"to vote for me(us) and on my (our) behalf at the
"(Annual or Extraordinary, or Adjourned, as the case may be)
"General Meeting of the Organization to be held on
"The day of
"and at every adjournment thereof."

This form to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *For *Against

Resolution No. 2 *For *Against

*Strike out whichever is not desired.

"Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting."

Signed this day of

6. OFFICES

There shall be two categories of offices and officers to serve the Organization. They shall be elected and/or appointed as the case may be.

6.1. APPOINTED OFFICE – Patrons/Matrons, Advisory Board

- (A) There shall be not more than five Patrons/Matrons or wise persons' of which not less than three shall be Nigerians;
- (B) Members shall be distinguished patriotic persons who are fit and proper persons who have acquired considerable experience in their respective fields of endeavor and in life generally; such experience being an invaluable source of advice for the executive board/council members;
- (C) Membership shall reflect a variety of backgrounds, competences, and perspectives avoiding preponderance of any particular professional, occupational or ethnic group.
- (D) The executive board in exceptional circumstances may recommend for appointment a person, not being a Nigerian, subject to a maximum number of two. Such persons must have devoted a substantial part of their endeavors to the cause and development of Africa in general and/or Nigeria in particular.
- (E) The maximum term for each member shall be two terms of three (3) years.
- (F) Members shall be appointed at General Meeting on the recommendations of the executive board/council.
- (G) Members shall not be paid for their services but their reasonable expenses in connection with their work shall be reimbursed by the Organization, should the Organization be in a position to do so.
- (H) Members shall not include the executive board/council members of the Organization. Consequently;
 - (i) The Advisory Board - Patron/Matron shall work without remuneration and shall be nominated by the executive board/council to be ratified by the General House.
 - (ii) Members of the Advisory board shall serve for a maximum of two terms of three years each.
 - (iii) Advisory Board members shall have the right to advice or initiate deliberations with the executive board/council on matters they may consider important and in the interest of the Organization.
 - (iv) The Advisory board shall hold at least one joint meeting with the executive board/council per year.
 - (v) Any advisory board member who is considered by the executive board/council to be not living up to expectation may be formally informed. Should there be no improvement, he/she may be relieved of her/his post via a letter to that effect, and the decision so made shall be submitted to the subsequent General Meeting.

6.2. Elected Offices

The under mentioned offices shall be elective offices of the Organization and the term of office shall be a period of two calendar years.

The executive board/council shall consist of at least Chairman, Vice Chairman, General Secretary and Financial/Treasurer and may consist of the additional officers: Assistant General Secretary, Public Relations and Media Officer, Social, Welfare and Event Officer and IT officer, as well as officers without portfolio.

- (A) The Chairman,
- (B) The Vice Chairman,
- (C) The General Secretary,
- (D) The Assistant General Secretary,
- (E) The Financial Officer,
- (F) The Treasurer,
- (G) The IT Officer,
- (H) The Social, Welfare and Event Officer, (I) Public Relations and Media Officer, (J) Ex-Officio - Officers without Portfolio.

6.3. General Qualification Of Officers

Members of the Executive board/council shall fulfill at least the following criteria:

- (A) Members shall be accomplished Nigerians who are fit and responsible persons who have acquired considerable experience in their respective fields of endeavor and in life generally; such experience being an invaluable resource for the Executive Board/council;
- (B) He/she shall have at least a post secondary school education
- (C) Membership shall reflect a variety of backgrounds, competences, gender, ethnicity, occupation, and others;
- (D) Due weight shall be given to geographical spread within Slovakia.
- (E) He should have been a member for at least 2 years and has paid his dues fully.
- (F) He/she shall not have been sentenced for any serious criminal offence and fulfils the following criteria:
 - (i) Be a regular attendant of meetings and other NIDOE events
 - (ii) Must have worked in some committees
 - (iii) Have been a regular member and fulfils the criteria for the office he/she is nominated for.
 - (iv) He/she shall be of impeccable and uncontroversial personality;

6.3.1. Qualification for the office of the Chairman

In addition to the general qualification of officers, a member contesting for the office of the Chairman must fulfill the following criteria:

- (A) He/she shall be in good command of the English (spoken and written) languages
- (B) He/she shall hold a permanent residence/passport of the Slovak Republic
- (C) He shall have a minimum of post-secondary education.
- (D) He/she shall be a person of high integrity and of impeccable character;
- (E) He/she shall be of a unifying personality;

- (F) He/she shall not have been sentenced for any serious criminal offence;
and

6.3.2. Qualification for the office of the Vice Chairman

All criteria for the office of the Chairman shall be applicable to the office of the Vice Chairman.

6.3.3. Qualification for the office of the General Secretary and Assistant General Secretary

In addition to the general qualification of officers, a member contesting for the office of the General Secretary or Assistant General Secretary must be in good command of the English language.

6.3.4. Qualification for the office of the IT Officer

In addition to the general qualification of officers, a member contesting as the IT officer should preferably have good working knowledge of the Information Technology and be verse in internet applications.

6.3.5. Qualification for the office of the Financial Officer and the Office of the Treasurer

In addition to the general qualification of officers, a member contesting for the office of the financial officer and the office of the Treasurer should preferably either be an economist, have studied business management or have accountancy related background or has worked as a manager in a large corporation.

6.3.6. Qualification for the office of the Public Relations and Media Officer

In addition to the general qualification of officers, a member contesting for the office of the Public Relations and Media officer should have experience in dealing with the Media or is a journalist by profession, a lawyer, and economist or has previously held a similar position in another Organization.

6.3.7. Qualification for the office of Social and Welfare Officer

In addition to the general qualification of officers, a member contesting for the office of the Social and Welfare officer shall have good command of the English language.

6.3.8. Qualification for Ex-officio

All previous Chairpersons shall automatically become ex-officio. Ex-officio may also be any member of previous executive board/council so elected/appointed.

This is to enable new executive boards/councils tap into the invaluable experience and resources available.

7. THE FUNCTIONS AND DUTIES OF THE OFFICERS

7.1. The Chairman of the Organization shall:

- (A) Represent the organization before third parties.
- (B) To collaborate with the Nigerian Embassy
- (C) preside at all meetings of the executive board/council and at the Annual General Meeting;
- (D) carry out and implement the policies and decisions of the Annual General Meeting and the executive board;
- (E) co-ordinate national and international activities;
- (F) be a member ex-officio of all Committees;
- (G) appoint all standing and special Committees of the Organization with the approval of the executive board; and in special cases the general house
- (H) submit a report to the Members at each Annual General Meeting regarding the progress and standing of the Organization and regarding the Chairman's official acts.
- (I) Declare all meetings and activities of the Organization open and close them thereafter;
- (J) Dissolve the executive board/council following the completion of its term of office, before the commencement of a new election;
- (K) Coordinate the activities of other executive board/council members;
- (L) In the event of a deadlock during voting, use a casting vote to resolve the decision;
- (M) Perform any other duties that may be assigned to him/her by the House
- (N) Liaise, relate and work closely with other Chapter Chairpersons and the headquarters
- (O) Be co-signatory, with the financial officer to all financial/monetary transactions of the Organization
- (P) Be co-signatory, with the General Secretary to all official documents of the organization.

7.2. The Vice-Chairman shall:

- (A) assist the Chairman in the performance of the Chairman's duties;
- (B) in the absence or inability of the Chairman to serve the Organization, preside at all meetings and perform all duties otherwise performed by the Chairman.

7.3. The General Secretary

The functions of the General Secretary shall be as follows:

- (A) Take minutes of all meetings and activities of the Organization
- (B) Draft and receive correspondence on behalf of the Organization;
- (C) On prompting of the Chairman, convene all meetings of the Organization, including that of the executive board/council
- (D) Countersign, with the Chairman, all official correspondence and documents on behalf of the Organization
- (E) Keep custody of all Secretarial records and documents of the Organization
- (F) Liaise and relate with other organizations and Chapters

7.4. The Assistant General Secretary

The functions of the Assistant General Secretary shall be as follows:

- (A) In the absence of the General Secretary, assume all his/her functions;
- (B) Co-operate with the General Secretary and assist in the execution of his/her duties;
- (C) Carry out any other duty as may be delegated to him/her by the General Secretary.

7.5. The Financial Officer

The functions of the financial officer shall be as follows:

- (A) Keep custody of the financial records of the Organization
- (B) Give detailed account on all moneys collected on behalf of the Organization
- (C) Be co-signatory, with the Chairman to all financial/monetary transactions of the Organization
- (D) Prepare and submit all necessary and required documents on the financial state of the Organization to the executive board/council and the General House.
- (E) Make available to the Auditors all financial records and documents in his/her possession for auditing purposes;
- (F) Issue and collect receipts for income and expenditure accounts on behalf of the Organization
- (G) Give financial reports at every meeting.

7.6. The Public Relations and Media Officer

The functions of the Public Relations and Media Officer shall be as follows:

- (A) Be responsible for the co-ordination of press reports on Nigeria and its citizens or on NIDOE-Slovakia
- (B) In consultation with the Chairman, answer all press or news reports the above on behalf of the Organization and bring such to the notice of the executive board/council.
- (C) Act as liaison Officer between the mass media and the Organization
- (D) In case of false or distorted information published on the Organization, its members or Nigeria, report same to the Organization and make necessary recommendation for NIDOE-Slovakia response.

7.7. The Social, Welfare and Event Officer

The functions of the Social, Welfare and Event Officer shall be as follows:

- (A) Be responsible for the planning and co-ordination of all social activities of the Organization
- (B) Be master of ceremony (MC) during social activities of the Organization
- (C) Organise the venue and necessary items for any social gatherings or meetings
- (D) Co-ordinate all activities relating to welfare matters
- (E) Be responsible for the formulation and development of welfare policies
- (F) Be the contact officer in the executive board/council for welfare related matters.

7.8. The IT Officer

The functions of the IT Officer shall be as follows:

- (A) To be the contact person for all IT related matters
- (B) Be responsible for designing, adapting and updating the NIDOE website
- (C) To advice the Organization on all IT related matters
- (D) Co-ordinate all activities relating to IT
- (E) Be a party to the formulation of all IT strategies and policies of the Organization

7.9. The Treasurer

The functions of the Treasurer shall be as follows:

- (A) Keep impress account of the Association;
- (B) Collect from the Financial Officer within 72 hours all moneys collected during any activity of the Organization;
- (C) Pay such amount into the accounts of the Organization within 72 hours;
- (D) Disbursed the impress account in his possession as may be required;
- (E) Collect receipts for all money so spent and make them available to the Financial officer;
- (F) Assist the Financial officer in the execution of his/duties.

7.10. Ex-Officio - Officers without Portfolio

The functions of the Officers without Portfolio shall be as follows:

- (A) To share their experience and assist the other officers, in the discharge of their duties when called upon to do so
- (B) To carry out any assignment that may be assigned to them by the House
- (D) He or she shall have equal rights in all deliberations of the executive board/council meetings.

8. EXECUTIVE BOARD/COUNCIL

The membership of the Executive Board/Council shall be constituted as follows:

Seven members elected by the Organization from among its Full Members, or approved by the Organization on the recommendations of the electoral committee;

Members shall be accomplished Nigerians who are fit and proper persons who have acquired considerable experience in their respective fields of endeavor and in life generally; such experience being an invaluable resource for the Executive Board/Council;

- (A) The Executive Board/Council shall consist of members of the elected officers as stipulated in section 7.2. above. Membership shall reflect a variety of backgrounds, competences, and perspectives avoiding preponderance of any particular professional, occupational or ethnic group;
- (B) Due weight shall be given to geographical spread or region of residence of the executive board/council without compromising their suitability.
- (C) No person other than a Member may be elected a member of the executive board/council.

8.1 Duties And Powers Of The Executive Board/Council

The business of the Organization shall be managed by the executive board/council who may exercise all the powers of the Organization as are not by the Act or these Articles required to be exercised by the Organization in General Meeting. The executive board/council shall have powers over the following:

- (A) All matters affecting the policies, aims and means of accomplishing the Objects that are not specifically provided for in these Articles or by action of the Full Members attending either an Annual or General Meeting shall be decided by the executive board/council. A report on all actions of the executive board/council shall be made at each Annual General Meeting.
- (B) The proceedings of the executive board/council shall not be invalidated by any failure to elect or any defect in the election, appointment, cooption or qualification of any Member.
- (C) No alteration of the Memorandum and Articles and no such direction shall invalidate any prior act of the executive board/council which would have been valid if that alteration had not been made or that direction had not been given.

- (D) The powers given by this Article shall not be limited by any special power given to the executive board/council by any other Article and a meeting of the executive board/council at which a quorum is present may exercise all powers exercisable by the executive board/council.
- (E) The executive board/council may appoint such special or standing Committee as it may deem necessary for the proper management of the affairs of the Organization and shall determine the terms of reference, powers, duration and composition of such Committees. All acts and proceedings of such or standing Committees shall be reported back to the executive board/council as soon as possible.

- (F) The executive board/council shall not be bound by the decisions or rulings made at any meeting of any Committee and may reverse such decision by a majority vote of the executive board/council present at a subsequent executive board/council Meeting.
- (G) Emergency meetings of the executive board/council may be called by the Chairman or by a majority of the members of the executive board/council.
- (H) The General Secretary must give seven days clear notice in writing of meetings of the executive board/council except where an emergency meeting is called in which event as much notice as possible needs to be given.
- (I) Voting at meetings of the executive board shall be by show of hands and decisions will be carried by a simple majority, except in instances where the Executive board/council agree to hold a secret ballot. In the event that any vote results in a tie, then the Chairman shall have a casting vote.
- (J) The quorum at an executive board meeting shall be 50% plus 1 rounded down to the nearest whole number determined by a simple majority of its members.
- (K) Members of the executive board shall be the Executive board/council of the Association.

- (L) The Executive board/council shall cause minutes to be made in books kept for the purpose of all: Appointments of officers (co-option) made by the Executive board/council; and Proceedings at meetings of the Organization, the executive councils and of Committee of the executive councils including names of the members of the executive board/council members and any Committee present at each such meeting.
- (M) The Executive board/council shall have power from time to time to adopt and make, alter or revoke, bye-laws of the regulation of the Organization and otherwise for the furtherance of the purposes for which the Organization is established provided such bye-laws are not in conflict to the Memorandum and Articles of Association. All such byelaws for the time being in force shall be binding upon all Members until the same

shall cease to have effect as hereinbefore provided or shall be varied or set aside by Ordinary Resolution at a general meeting.

- (N) No Member shall be absolved from such bye-laws by reason of the Member not having received a copy of the same, or of any alterations or additions thereto, or otherwise having no notice of them.

8.1.1 Duties and powers of the Executive board/council

The council shall have the following powers:

- (A) To approve or reject applications for membership;
- (B) For good and sufficient reason to terminate the membership of any Member PROVIDED THAT the individual Member concerned or the individual representing such organization (as the case may be) shall have the right to be heard by the Executive board/council before a final decision is made.
- (C) To co-opt a person who is willing to act as a member of the executive board/council to fill a vacancy, provided that the appointment does not cause the number of the members of the executive board/council to exceed any number fixed by or in accordance with these Articles as the maximum number of members of the Executive Board/Council. A Full Member so appointed shall hold office only until the following Annual General Meeting during which the appointee and any other full members may stand to be elected into the vacant position.
- (D) To terminate the office of one or more executive board/council member(s) who, except for good and sufficient reason(s), fails to attend two thirds or more of the executive board meetings during a twelve-month period or acts in a manner detrimental to the aims and Objects or contrary to the Rules and/or Code of Conduct of the Organization. Such power to terminate office may only be exercised by 75% two thirds of the total appointed Executive board/council (rounded up to the nearest whole number) and only after the executive board/council member(s) who is the subject of the disciplinary action has been given the opportunity to be heard by the executive board.
- (E) Any such decision taken by the executive board must be ratified by the Full Members at the Annual General Meeting immediately following such decision.
- (F) Notwithstanding the foregoing, any Full Member of the Organization having the support of a minimum of 50% of the Full Members (as evidenced by a written petition showing full membership details of the petitioners) may propose a resolution to be the subject of the Annual General Meeting to dismiss any member of the executive board/council, or the entire executive board/council for gross dereliction of duty, impropriety, fraud or for committing acts detrimental to the Objects. Such power to terminate office may only be exercised by 75% two thirds (rounded up to the nearest whole number) of Full Members and only

after the said Executive board/council(s) has been given the opportunity to be heard at the meeting.

8.2. PROCEEDINGS OF THE EXECUTIVE BOARD/COUNCIL

- (A) Subject to the provisions of these Articles the executive board/council may regulate their proceedings as they think fit. Questions arising at a meeting shall be decided by general agreement or a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- (B) The quorum for a meeting of the executive board/council may be fixed by the Executive board/council members but shall not be less than one-half of their number.
- (C) The continuing Executive board/council members may act notwithstanding any vacancies in their number but, if the number of members of the executive board/council is less than the number fixed as the quorum, the continuing member or members of the Executive board/council may act only for the purpose of filling vacancies or of calling a General Meeting.
- (D) The Chairman shall preside at every meeting of the Executive board/council at which he is present. But if the Chairman or failing him the Vice-Chairman or if there is no Executive board/council members holding either of those offices is not present within fifteen minutes after the time appointed for the meeting, the members of the Executive board/council present may appoint one of their number to be Chairman of the meeting.
- (E) The Chairman of the Executive board/council may, and on the request of any executive board/council members or the General Secretary shall, at any time, summon a meeting of the Executive board/council members by notice in writing served on each of the Executive board/council members.
- (F) The Executive board/council may appoint such Committees as it considers necessary to consider and report or advise on matters of interest to Members of the Organization. The Executive board/council may co-opt Members of the Organization or other individuals to serve on any Committee.

8.3 Disqualification Of Executive Board/Council Members

The office of the executive board/council shall be vacated if the member:

- (A) Without the consent of the Full Members in General Meeting holds any office of profit in the Organization; or
- (B) Becomes of unsound mind; or
- (C) Resigns his office by notice in writing to the Organization; or

- (D) Is removed from office by a Resolution of the Organization in accordance with the relevant section of this article of association.
- (E) A member of the executive board/council shall not vote in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

9. ELECTORAL COMMITTEE

For the purpose of election, there shall be an Electoral Committee elected by the House by a simple majority vote during the last General meeting preceding the election. The Committee shall consist of three (3) or five (5) members.

9.1. Qualification Of The Electoral Committee Members

- (A) He/she shall be a member of the Organization for at least two years
- (B) He/she shall be of impeccable character
- (C) He/she shall be an active member of the Organization

No member of the Electoral Committee shall be nominated for any position nor shall contest for any of the elective positions, unless he or she shall have resigned his/her committee membership before the deadline for the final submission of names of contestants to the electoral committee.

9.2. Functions Of The Electoral Committee

The Electoral Committee shall have the following functions:

- (A) To receive nominations from prospective candidates
- (B) Actively sought for qualified and suitable candidates for the respective offices.
- (C) Conduct consultations with prospective candidates
- (D) Announce all the vacant offices to which elections are to be held.
- (E) Prepare, sign, distribute and retrieve all ballot papers used during election of officers
- (F) Maintain peace and order throughout the election process
- (G) Elect its own Chairperson and Secretary immediately after its installation
- (H) In the event that the election is interrupted, the electoral Committee shall remain in office until the election is completed. The electoral committee shall conclude the election within a further period of 90 days.
- (I) The electoral committee shall be deemed dissolved once the electoral process has been concluded.

9.3. Procedure For Nomination Of Candidates

The Electoral Committee shall be guided by the following procedures in discharging their duties:

- (A) Any full members who is a member for at least two years can be nominated for any office, by any member, provided such nomination shall be endorsed in writing.
- (B) In the event that after due consultation with all nominated candidates, the electoral committee is of the view that a nominated candidate for a particular position is more suitable for another position other than he/she has been nominated for, the electoral committee may with the consent of such a candidate, recommend the candidate for another position
- (C) The electoral Committee may propose, during election process that any unsuccessful candidate for a particular office (provided he is qualified), be allowed to contest for the next office.
- (D) At least 14 days before the election, the names of the candidates for the respective offices must be made public.

10. COMMITTEES

The Organization shall have powers to install committees to address pressing issues. The committees could be ad-hoc or standing committees.

10.1. Standing Committees

The Organization shall have powers to install standing Committees for any matter relating to the furtherance of the objectives of the Organization. The Chairman of any of these Committees shall be elected or appointed as the Committee is installed.

10.2. Ad-Hoc Committees

For smooth and efficient running of the Organization, there shall be ad hoc committees; The size of such Committees shall be between three (3) and maximum seven (7) persons:

The executive board/council shall have the powers to from time to time, appoint ad hoc Committees as the need arises. Such Committees shall stand disbanded after the specific purpose for which they were constituted has been successfully discharged.

(A) Ad-Hoc committees may be installed by the General House to handle urgent matters as may be referred to them by the General House or the executive board/council, respectively

(B) Ad-Hoc committees shall report, depending on the matter and its terms of reference, to the executive board/council or to the General House depending on which organ installed the ad-hoc committee;

(C) The terms of reference shall include the task, duration and other aspects that may be deemed necessary to perform and complete the task;

(D) The Chairperson and the secretary of the ad-hoc committee may be appointed on the recommendation of the Chairman on the day of installation, or to be chosen by the Committee members;

(E) The General House can dissolve, by a simple majority vote, any ad-hoc committee that is considered inefficient or not performing the task assigned to it; and

(F) As soon as the task for which the ad hoc committee was established is completed and its report submitted, the committee shall be deemed dissolved.

11. FINANCE

The Organization shall finance itself through dues, levies, registration fees, donations, gifts and fund-raising events and projects.

11.1 Dues

- (a) Dues shall be paid once a year and are due at the beginning of each calendar year.
- (b) As the need arises, changes as to the amount of the membership dues could be carried out by a simple majority vote during an AGM.

11.2 Levy

A levy or emergency levy can be imposed by the executive board/council should the need arise.

11.3 Donations and Gifts

Donations and Gifts from third parties shall be accepted.

11.4. Fund raising Events

To finance a specific project, fund raising events may be organised.

12. ACCOUNTS

- (A) The executive board/council shall cause proper accounting records to be kept.
- (B) The accounting records shall be kept at the Office or with officer, or subject to the provisions of the Acts, at such other place or places as the executive board/council shall think fit, and shall always be open to the inspection of the members of the executive board/council.
- (C) The executive board/council may from time to time impose reasonable restrictions as to the times and places and manner of the inspection by the Members of the accounting records or other books or documents of the Organization or any of them, but, subject to such restrictions, they shall be open to the inspection of the Members at all reasonable times during business hours.
- (D) At the Annual General Meeting in every year the executive board/council shall lay before the Organization a proper income and expenditure account for the period since the last preceding account made up to date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the executive board/council and the auditors.

13. AUDITORS

A committee of 3 Persons (Auditors) shall be appointed at an AGM where the financial report at the end of the tenure of an executive board/council is submitted and their duties shall include among others; the thorough examination of the presented financial report. Their recommendations shall be sent to the executive board/council within 90 days and presented to the General House at the next General Meeting.

Should the General House have cause to doubt the financial report, it can pass a resolution with a simple majority vote to install an auditing committee during any General Meeting.

14. NOTICES

A notice may be served by the Organization upon any Member either personally by hand or by email or by other electronic means or by sending it through the post in a prepaid letter addressed to such Member at his registered address or email as appearing in the Register of Members. No other person shall be entitled to receive notices of General Meetings.

15. DISCIPLINARY MEASURES

Every member is expected to conduct himself/herself in such a way that further the achievement of the objects and work of the organisation. The Organisation shall have the powers to take disciplinary measures against any member who violates its code of conduct as herein contained or contained in a by-law that may be approved from time to time by the executive board and approved by the General House. Such disciplinary measures shall include, depending on the offense; a letter reprimanding the member, a suspension of membership rights and or even expulsion from the organisation.

15.1. A letter of reprimand/Warning

Any member of the Organisation may be written a letter of reprimand, if the following situations arise:

- (A) If his/her behaviour and conduct during meetings are deemed to be damaging to the image or interest of the Organisation
- (B) If he/she continually uses foul language in disrespect for other members
- (C) If he/she shall continually disrupt the smooth proceedings of meetings or shall continually speak without the permission of the chairpersons and after he must have at least been advised by the chairperson to abide by the rules and code of conduct of the organisation. (D) Refuses to appear before any duly constituted Committee of the Organisation.
- (E) Or conducts himself/herself in such a manner that shall be considered by the House as unbecoming of a responsible member of the organisation.
- (F) Any member who shall have received three letters of reprimand/warning within a period of two years shall automatically be suspended.

15.2. Suspension of a Member

Any member of the Organisation may be suspended, if the following situations arise:

- (A) If his/her integrity, behaviour and conduct are deemed to be injurious or damaging to the image or interest of the Organisation in general and the chapter in particular. This shall include the unauthorized passage of any documents of the chapter to any third party outside the chapter.
- (B) If he/she is sentenced for a serious criminal offence
- (C) If he/she represents the Organisation without a mandate or has been elected into any office on false information
- (D) Refuses to appear before any duly constituted Committee of the Organisation

15.2.1. Suspension Procedure

- (A) On the receipt of any of the allegation above, the Chairman shall forward the allegation to the disciplinary committee. This committee could be a standing or ad-hoc committee.
- (B) Should the committee come to the conclusion that the allegation is substantiated, they shall make their recommendation, after a fair hearing of the accused, to the general house, whether or not to suspend the offender from such an organ or from the Organisation. The General House shall take the final decision with a simple majority.

15.2.2. Suspension Period

- (A) When a member is suspended, he/she shall lose all constitutional rights to hold any office of the Organisation
- (B) He can neither vote nor be voted for
- (C) Within a period of a maximum of 12 months, the final status of such a member shall be decided upon by the General House, whether to reinstate his full rights or expel the member from the Organisation (D) The General House can only expel the member with a 2/3 majority vote.
- (E) In the event that the final status of a suspended member shall not be decided within 12 months, the member shall automatically regain his full constitutional rights.

15.3. Expulsion of a Member

A member may only be expelled from the organisation with a 2/3 majority vote of the General House within a 12 month suspension period. This measure may only be applied if within the suspension period, the suspended member makes no amend or the organisation comes to the conclusion that the member's conduct has not improved and he/she is not willing to henceforth abide by the code of conduct of the organisation. The expulsion of that member must clearly be on the agenda of the invitation summoning the meeting. If such an expulsion shall be decided by a two third majority of the General House, such decision shall be final.

16. AMENDMENTS TO THE ARTICLES

Any section or sub-section of these Articles is subject to amendment. Alteration of these articles shall be effective, only if the following guidelines have been strictly followed:

- (A) Any full member having the support of at least 10% of the full members for the time being, shall have the right to move a motion to amend the constitution;
- (B) Notice of such motion shall reach the General Secretary in writing not less than 21 clear days before the next General Meeting. The secretary shall immediately inform the Chairman. The motion shall be on the agenda of the Executive Board/Committee meeting where it is to be discussed;
- (C) Such a motion shall be referred to the next General meeting;
- (D) The Executive Board/Council with a 2/3 majority of its full members shall have the right to move a motion to amend the constitution;
- (E) The motion shall be on the agenda of the General Meeting where it is discussed.
- (F) After thorough deliberation, the House shall decide with a 2/3 majority (Quorum for this purpose shall be no less than at least (twenty) 25% of the Full Members of the Association as a whole for the time being, individual, present and proxies voting in favour of the resolution.
- (G) In the event of affirmation, a constitutional review committee shall be installed by the House with the sole purpose of reviewing the said section or subsection of the constitution;
- (H) The work of the constitution review committee shall be limited to the content of the motion only;
- (I) The constitution review committee shall present its work to the General House for deliberation and possible ratification, after previously sending a copy to the Secretary and Chairman of the Executive Board/Council
- (J) The House shall approve the recommendation with a 2/3 majority. Quorum for the ratification shall be no less than (twenty five) 35% of the Full Members of the Association as a whole for the time being, individual, present and proxies voting in favour of the resolution. Otherwise the constitution remains unchanged.
- (K) The constitution review committee shall automatically be deemed dissolved after the voting;
- (L) The said portion of the constitution shall thereafter not be amended for at least a period of two calendar years.

17. INDEMNITY

Subject to the provisions of the Act, every executive board/council members, the Secretary, and every other Officer of the Organization may be indemnified out of the funds of the Organization against all losses or liabilities which he may

sustain or incur whilst acting honestly and reasonably in or about the duties of his office or otherwise in relation thereto, including without limitation liability incurred by him in bringing and defending any proceedings, whether civil or criminal.

18. WINDING UP/DISSOLUTION

If upon the winding up or dissolution of the Organization, 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 but shall be given or transferred to some other body or bodies having objects similar to the Objects and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as is imposed on the Organization under or by virtue of the provision of this Memorandum of Association hereof, such body or bodies to be determined by the Members at or before the time of the dissolution.

18.1. No Distribution of Profit

The profits (if any) and the income and property of the Organization, howsoever derived, shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise howsoever by way of profit to the Members or the Executive board/council PROVIDED THAT nothing herein shall prevent the payment, in good faith, of any: reasonable and proper remuneration to any officer, employee, and servant of the Organization or to any Member in return for any goods or services actually rendered to the Organization; reasonable out of pocket expenses necessarily incurred by any Member of the executive board/council in carrying out the duties of the Organization; interest at a reasonable and proper rate for the time being on money borrowed; and reasonable and proper rent for premises demised or let by any Member or member of the executive board/council.

18.2. Liability of members

The liability of the Members is limited.

Every Member undertakes to contribute such amount as may be required not exceeding € 10 (ten euro) to the assets of the Organization should it be wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Organization contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

19. DEFINITIONS AND INTERPRETATION

19.1 Definitions

In this document, except where the context otherwise requires, the following terms shall have the following meanings:

“Acts” means the Charities Act accordingly including any statutory modification or re-enactment thereof for the time being in force;

“Advisory Board” means the body of ‘wise men and women’ that advises the Executive Board;

“Annual Subscription” means the fee to join and renew membership of the Organization that may be revised from time to time by the Executive Board and payable at any time before, on, or after the Due Date;

“Application Fee” means the fee for joining membership of the organization (Charity) payable once only, that may be revised from time to time by the Executive board and payable at any time before, on, or after the Due Date;

“Application Form” means all document(s) nominated by the Organization to be completed by all individuals and/or Organizations applying to become a Member;

“Articles” means these articles of association and any attachments thereto as may be amended and approved from time to time with the consent of Full Members at an Annual General Meeting or Extraordinary General Meeting;

“Assistant Secretary” means the person nominated or elected from time to time to act as assistant secretary of the Organization by a quorum at Annual General Meeting or Extraordinary General Meeting;

“Assistant Treasurer” means the person nominated from time to time to act as assistant treasurer of the Organization by quorum at an Annual General Meeting or Extraordinary General Meeting;

“The Executive board/council” means the governing body of the Organization for the time being acting at a duly constituted meeting;

“Charity” means the Nigerians in Diaspora Organization Europe, Slovakia Chapter.

"Organization" means the Nigerians in Diaspora Organization Europe, Slovakia Chapter.

"Chairman" means the person elected/appointed from time to time to act as Chairman of the Organization by a quorum of Full Members voting at any Annual General Meeting;

"Code of Conduct" means the document attached hereto entitled 'Rules of the Association. Code of Conduct, written and amended from time to time by the Executive board or any Committee.

"Corporate Member" means an Organization that is a Member but is not entitled to stand for election to the Executive board nor hold office in any of the Committees.

"Honorary Member" shall be any person in the public and who is of prominence either in Slovakia or in Nigeria and who supports the goals and objectives of the Association; such a person may be elected Honorary Member of the Association by a 2/23 vote of the Board of Executive Officers

"Due Date" means 1 January each year;

"Full Member" means a Member, entitled to vote and stand for election to any office; Students are also full Members. A student is any person who is engaged or enrolled in an approved course of study at any Higher Institution of Learning and who supports the goals and objectives of the Association

"Good Standing" means members who observe the Code of Conduct and the 'Rules of the Association' and generally act in a suitable manner so as not to bring the Organization into disrepute and by making prompt payment of the Annual Subscription and all other monies due to the Organization;

"Government" means the Federal Government of Nigeria;

"Member" means an individual or Organization that has completed the relevant Application Form, been accepted as a member of the Organization by the Executive Board and has paid the Application Fee and Annual Subscription.

"NGO" means 'non-governmental Organization'

"Nigeria" The Federal Republic of Nigeria;

"Objects" means the objectives of the Organization as stated in the Memorandum of Association attached hereto;

"Office" means the registered office of the Organization;

"Rules of the Association" means the document entitled 'Rules of the Organization' containing among others the Bye-laws and the Code of Conduct.

"General Secretary" means the person elected/appointed from time to time to act as secretary of the Organization by a quorum of Full Members voting at any Annual General Meeting;

"Committee" means any group of Full Members appointed by the Executive board pursuant to fulfilling the objectives of the association. The General house can also appoint Committees to carry out specific functions on behalf of the Organization;

"Treasurer" means the person elected/appointed from time to time to act as treasurer of the Organization by a quorum of Full Members voting at any Annual General Meeting;

"Executive board/council" means the governing executive board/council

"Vice-Chairman" means the person nominated from time to time to act as vice-chairman at a quorum at Annual General Meeting or Extraordinary General Meeting;

"Year" A period of twelve calendar months.

19.2. Interpretations

In this document where the context admits:

Expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in the visible form. Unless the context otherwise requires, any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations and unincorporated Organizations.

Subject as aforesaid, any words or expressions defined in the Act in force at the date on which these Articles become binding on the Organization shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

RATIFIED BY NIDOE-SLOVAKIA GENERAL ASSEMBLY, HELD IN BRATISLAVA

ON SATURDAY, 29th DAY OF December 2018.