

SPECIAL RESOLUTION OF THE GENERAL ASSEMBLY

1. Whereas the General Assembly of the **Opoji D'light North America (ODLNA)** is desirous of a vibrant association to coordinate and promote a sense of community among its members and advance causes germane to them and their community;
2. Whereas the Association must be positioned to function effectively in a contemporary world for which it has determined a Constitution is necessary;
3. Therefore, having received the report of a Constitution Drafting Committee and following a resolution moved and seconded at a General Meeting held on the **15th day of December 2019**, the following Constitution is hereby presented to the General Assembly of Opoji D'light North America (ODLNA), for ratification.

CONSTITUTION

OPOJI D'LIGHT NORTH AMERICA (ODLNA)

ARTICLE 1

NAME AND TERRITORIAL LIMITS

1. The name of the Association shall be Opoji D'light North America (ODLNA) (hereafter referred to as "the Association").
2. The territorial limits of the Association shall be the United States, Canada and Mexico (hereafter referred to as "North America").

ARTICLE 2

AIMS AND OBJECTIVES

1. Promote initiatives to build a thriving socio-cultural association of sons and daughters of Opoji in North America.
2. Promote and offer its members a wide range of social benefits and services such as, but not limited to, avenue to meet and share ideas and thoughts germane to Opoji and Opoji sons and daughters in diaspora.
3. Organize and participate in various family and community events, such as Community Needs Assessment, Intercommunity Collaboration, Fundraising Dinner Dance and Concert, Annual Reunion, and Community Development.
4. Promote membership through social events and advocacy.
5. Co-operate with other organizations having objectives like those of the Association, and formed to promote activities like those of the Association.

6. Raise, collect, hold, and expend monies for the furtherance of any of the Association's aims and objectives.

ARTICLE 3

MEMBERSHIP/MEMBERSHIP REGISTER

1. Membership of the Association shall be conferred on all Opoji sons and daughters by birth, marriage, and ancestry, who live or reside in North America.
2. Every adult (21 years or older) who meets the description in (1) above shall hold an independent membership, regardless of belonging to a household, or being in a relationship with a bona fide member. In other words, a husband, wife, and an adult child shall hold independent membership of the Association.
3. Application for membership is not required and membership is established by attendance, payment of dues and contributions, and participation in the Association's activities and events.
4. Persons becoming a "member" of the Association shall be bound by this constitution and be deemed to have had full notice hereof and to have accepted the same, and no person shall become a member except on this basis.
5. A member shall have voting rights and be eligible for election to any office in the Association.
6. The Secretary of the Association shall maintain a Membership Register which shall have the following information on the members of the Association:
 - a. Full Name
 - b. Home Address
 - c. Telephone Number(s)
 - d. Email Address

ARTICLE 4

RESIGNATION/EXPULSION OF A MEMBER

1. A member may automatically resign from membership of the Association by relocation from North America or the territorial limit of the Association. However, such a member may elect to remain a member and/or supporter of the Association.
2. Subject to giving a member the opportunity to be heard, an Ad hoc Disciplinary Committee of the Association may resolve to expel a member or recommend other disciplinary measures upon a charge of misconduct detrimental to the interest of the Association.
3. Details of the charge shall be communicated to the member at least fifteen (15) working days before the meeting of the committee at which the matter will be determined.

ARTICLE 5

SUBSCRIPTION/MONTHLY DUES/LEVIES

1. The minimum monthly due by members shall be Twenty U.S Dollars (US\$20.00) payable monthly, quarterly, bi-annually, or in one off payment of \$240.00 for a year.
2. The Association will review (1) above, periodically, or whenever adjustments become necessary.

3. Members shall be assessed special levies whenever necessary to execute special projects.
4. All monies paid to the Association must be receipted or acknowledged in writing by the Treasurer.

ARTICLE 6

POWER AND AUTHORITY

1. The Association shall have all the powers and authority conferred by the state of Texas Corporation Code for Non-Profit Associations.

ARTICLE 7

MANAGEMENT/LEADERSHIP COMMITTEE

The management of the assets and affairs of the Association shall be under the control of a leadership committee which shall consist of a:

- President
- Vice-President
- Secretary
- Assistant Secretary
- PRO/Social Secretary
- Financial Secretary
- Treasurer
- Auditor, and
- Special Committees and nominees thereto as provided in **Article 8**.

ARTICLE 8

POWER AND AUTHORITY OF THE LEADERSHIP COMMITTEE

1. The Leadership Committee, subject to the approval of the general assembly, shall have the power to deal with any matter not specifically covered by these rules.
2. Subject to the approval of the general assembly of the Association, the Leadership Committee shall have power to fill up any casual vacancy occurring therein before the end of its tenure. The member appointed to such vacancy shall hold office only until the conclusion of the tenure of the Committee, but the Committee shall have power to remove them before that time, and to appoint another in their position.
3. The Leadership Committee shall meet at such times and places as the President shall direct. Questions arising at any such meetings shall be determined by a majority of votes of the members present thereof, and in case of an equality of votes, the President shall have a second or casting vote.
4. The Leadership Committee may adjourn from time to time and otherwise regulate the proceedings of their meetings as they deem fit. Committee meetings shall be held at least once every month and a meeting shall be held, in addition, whenever requested by at least five (5) members of the Association in good standing.
5. The President of the Association, or in his/her absence the Vice-President, shall be Chairman of all meetings of the Leadership Committee. In the absence of both the President and Vice-President, the committee members present shall choose one of the members to be Chairman.
6. All acts or decisions done or made by a meeting of the Leadership Committee or any member thereof shall, notwithstanding that it be afterwards discovered that there was

defect in the appointment of such member or all or any members of the Leadership Committee, be as valid and effective as they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.

7. The Leadership Committee may from time to time appoint one or more sub-committees for carrying out or supervising all or any of the objects or activities of the Association. Sub-committees may consist of committee men/women and ordinary members. Sub-Committees shall make reports to the Committee and keep minutes of the proceedings at their meetings.
8. All offices in the Association shall be held on an honorary basis.

ARTICLE 9

CONDUCT OF ELECTIONS

1. All general elections shall take place at an Annual General Meeting.
2. Nominations to elective posts shall have been received by the Secretary, at least one month before the elective Annual General Meeting.
3. A candidate for election to the Leadership Committee shall be nominated by a member and seconded by another member, both of whom must be in good standing.
4. The Secretariat shall circulate the names of the nominees to every elective post through the Secretary or PRO using the WhatsApp platform, or any other social media platform commonly used by members of the Association, at least 4 weeks to the elective Annual General Meeting.
5. Election shall be by the votes of members present at the meeting.
6. In the event a candidate for office is unopposed, such a candidate becomes duly elected to the office. Where there is more than one candidate for any office, election for that office shall be by members present.
7. All elections shall be by secret ballot at the venue of the elective Annual General Meeting based on one man, one vote (financial obligation having been fulfilled).
8. In the event of a tie at the election, there shall be a repeat by open voting and in the event of yet another tie, the chairman of the meeting shall have a second or casting vote.
9. All nominees for the position of the President shall present their manifesto to the AGM at the elective Annual General Meeting, shortly before the commencement of elections.
10. Only financial members can vote and be voted for. For the avoidance of doubt, a financial member is a member whose name appears on the Association's register and has paid his/her dues up to the end of the financial year immediately preceding the AGM.
11. A Returning officer shall be appointed at the Annual General Meeting by the president.
12. No officer shall be eligible for re-election for the same office after two terms.

ARTICLE 10

TENURE OF OFFICE

1. The Committee shall be elected once every two years by members present at the designated meeting to elect officials of the Association, and they shall take and hold office until the conclusion of the tenure of the elected leadership. Such Leadership committee members shall be eligible for re-election for another term and shall not serve for more than two tenures in an office.

2. Any officer may be removed for misconduct. Any vacancy arising from the removal or resignation of an officer, such office shall be temporarily filled by a member appointed by the Leadership Committee, with approval of the general assembly.

ARTICLE 11

DUTIES AND FUNCTIONS OF LEADERSHIP OFFICERS

1. THE PRESIDENT

The President shall perform the duties usually incumbent on the President of an Association, and

- a. Preside over all meetings of the Leadership Committee and all general meetings of the Association.
- b. Convene all meetings of the Association.
- c. Be responsible to the Association for the efficient execution of her decisions.
- d. Authorize and approve all financial transactions.
- e. Be a signatory to the Association's Account.
- f. As necessary, appoint members of committees.

2. VICE PRESIDENT

- (a) Act for the President in his absence.
- (b) Carry out such functions as may be assigned to him from time to time by the President.

3. SECRETARY

The secretary shall:

- a. Keep custody of all records of the Association.
- b. Keep up to date record of the membership of the Association.
- c. Submit an annual report to the annual general meeting of the Association.
- d. Be responsible for all correspondences of the Association.
- e. Summon all meetings, Leadership or general after due consultation with the President.
- f. Record proceedings of such meetings.
- g. If nominated and authorized, shall be a signatory to the Association's account.

4. ASSISTANT SECRETARY

- a. Act for the Secretary in his absence.
- b. Assist the secretary in all his duties.
- c. Carry out such functions as may be assigned to him by the Secretary or President, from time to time.

5. FINANCIAL SECRETARY

- a. Collect all monies due to the Association, and handover same to the treasurer.
- b. Keep a record of all income and expenditure of the Association.
- c. Prepare and distribute to members an annual Statement of Account and submit a financial report to the Annual General Meeting of the Association, which shall be the last meeting of the year and/or the Annual Convention.

6. TREASURER

- a. Be responsible for receipts of all monies due to the Association from the Financial Secretary.
- b. Ensure that all such monies are kept in the Association's bank account within 48 hours upon receipt of same.
- c. Disburse monies of the Association subject to the approval of any two of the President, Vice President and Secretary.
- d. Produce a cash balance whenever called upon to do so by the Leadership Committee or the Auditor.
- e. Inform the Financial Secretary of all expenditures of the Association.

7. PUBLIC RELATIONS/SOCIAL SECRETARY

- a. Be responsible for publicizing the activities of the Association.
- b. Serve as Administrator of the Association's Social Media platforms.
- c. Coordinate all the social activities of the Association.
- d. Coordinate welfare programs for the benefit of members.
- e. Perform any other function as may be assigned to him by the President.

8. AUDITORS

The Association at its general meeting, may appoint Auditors, which shall be either internal or external. If an external auditor is appointed, the appointee shall have no affiliation with any member of the Association, to:

- a. Audit the finances of the Association.
- b. Submit an audit report to the general house.

ARTICLE 12

DISQUALIFICATION OF LEADERSHIP COMMITTEE MEMBERS

1. The office of a Leadership Committee member shall become vacant if a member is:
 - a. disqualified by the rules of the Association;
 - b. expelled by these rules;
 - c. permanently incapacitated by ill health;
 - d. absent without apology for more than five (5) consecutive general meetings, or more than three committee meetings in a financial year;
 - e. no longer a member of the Association.

ARTICLE 13

MEETING OF THE ASSOCIATION

1. A meeting of all members of the Association shall be held on the fourth Sunday of every month, or at such date, time and place as the Leadership Committee shall determine.
2. Notice of monthly meeting shall be sent to every member by messaging on WhatsApp and/or other social medial platforms common to members, or in such other manner as shall be directed by the Leadership Committee. Such notice shall be given at least fourteen (14) days before the time fixed for such a meeting and shall specify the date, time and place or teleconference number of/for such meeting.
3. A Special Meeting may be held at any time for any purpose whenever directed by the President or whenever requested in writing by at least five (5) members in good standing who shall specify in their request the purpose for which the meeting is requested. A

Special Meeting shall be called by giving twenty-one (21) days' notice to the members of the Association, and such notice shall specify the date, time and place of such meeting.

4. The accidental omission to give to any member, or the non-receipt by any member of any notice of meeting required to be given by this Constitution, shall not invalidate or affect any proceeding or election at such meetings.
5. No business shall be transacted at any meeting of the Association or of the Leadership Committee unless a quorum shall be present thereof. The number of committee members required for a quorum for a committee meeting shall be one (1) greater than half the number of committee members. Ten (10) members of the Association in good standing shall constitute a quorum for a monthly meeting.
6. If within half an hour of the time fixed for a meeting a quorum shall not be present, then the meeting shall stand adjourned to such time and place as the Chairman of the meeting shall decide, except that in the case of a special meeting called upon a requisition, the meeting shall lapse.

ARTICLE 14

MINUTES OF MEETING

Proper minutes of all meetings of the Association and of meetings of the Leadership Committee, shall be kept, duly authorised by the Chairperson of the meeting and distributed to members through WhatsApp or email no later than one week before the day of the next meeting.

ARTICLE 15

FINANCE AND FINANCIAL YEAR

1. The financial year of the Association shall commence on the 1st day of January and end on the 31st day of December of each year.
2. The Association shall open a bank account in the Association's name with a bank as the Leadership Committee shall from time to time determine. All payments from such account shall be made either by cheque or by electronic funds transfer signed/authorized by, at least, three of five authorized/designated signatories, two of which must be the President and the Financial Secretary.
3. Authorized Signatories shall be the President, Vice-President, Secretary, Financial Secretary, and Treasurer.

ARTICLE 16

ACCOUNTING RECORDS

1. The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
2. A statement of receipts and expenditure for the preceding 30 days shall be laid before the monthly meeting of the Association and a statement of receipts and expenditure for the preceding twelve (12) months and a balance sheet of the assets and liabilities of the Association shall be laid before the General Meeting of the Association on the fourth Sunday in January of each year.
3. No surplus of any kind whatsoever made by the Association and no monies on hand or received by it in excess of expenditure shall at any time be returned or paid by or out of the funds of the Association either directly or indirectly as profits or dividends to the members or any class of the members, but all such monies or surplus shall be applied for

the benefit of the Association and in furtherance of the objects of the Association in such manner as the Leadership Committee shall from time to time decide.

ARTICLE 17

ACCOUNTING RECORDS

The funding of the Association Shall be from the following:

1. The minimum monthly due by members shall be Twenty U.S Dollars (US\$20.00) payable monthly, quarterly, bi-annually, or in one off payment of \$240.00 for a year.
2. To raise and generate fund for its programs, the Association may:
 - a. Levy its members.
 - b. Accept donations (cash or kind) from individuals, corporate bodies, Associations, and organizations anywhere in the United States, Canada, Mexico or anywhere else outside of North America.
 - c. Receive grants or assistance from individuals, Trusts, Associations and other charitable or philanthropic organizations in the United States, Canada, Mexico or anywhere else outside of North America.
 - d. The Association may invite and accept money from individual or corporate donors, governmental and non-governmental organizations in support of the objectives of the Association.
 - e. Collect monies and financial assistance from or by any other lawful source or means.
 - f. Engage in the sale of Articles.
 - g. Organize fundraising events.

ARTICLE 18

BORROWING POWERS

The Association shall obtain and use a member's Credit Card for securing bookings and to facilitate payment for events. This is to ensure the best possible venue or seating is obtained for the Association throughout the year.

ARTICLE 19

BOOKINGS AND BOOKINGS FEES

The Leadership Committee, on behalf of all members, shall organise various functions throughout the year. Most functions will require a commitment from the members to ensure the function proceeds. This commitment will be by payment of a deposit, the amount to be decided by the committee, after due consideration of the overall cost of the function.

ARTICLE 20

WINDING UP

The Association may be wound up in the manner agreed to by the members of the Association or as provided for by Texas law.

ARTICLE 21

APPLICATION OF SUPPLUS ASSETS

If after winding up of the Association there remains “surplus assets” as defined by Texas Code, such surplus assets shall be sold and the monies received from this sale shall be given to the Opoji Community or a charity organisation, as determined by the Leadership Committee, at the time of notice of dissolution.

ARTICLE 22

SOLICITORS

The Solicitors for the Association shall be those as may hereafter be appointed by the Leadership Committee or the members in a General Meeting.

ARTICLE 23

INTERNAL AUDITORS

The Association shall appoint a committee of internal Auditors to Audit the Association’s records prior to the first General Meeting of a new year.

ARTICLE 24

PUBLIC OFFICER

1. The Association may/shall appoint a Public Officer at the General Meeting of the Association or such other time as the need arises, as liaison between the Association and the Office of the Secretary of State, Corporate Affairs Departments and/or relevant governmental agencies.
2. The Public Officer shall be a member of the Association in good standing.

ARTICLE 25

INTERPRETATION

Any ambiguity to the true meaning of any clause in this Constitution shall be resolved by a simple House Majority at any meeting of the Association. Where the Constitution is silent on any matter, the Leadership Committee shall make a ruling, with the approval of the general assembly.

ARTICLE 26

AMENDMENTS

1. The Association may alter the provisions of this constitution at an Annual General Meeting by a resolution passed by a simple majority of its members.
2. The provisions of this Constitution may be added to, repealed or amended only at an Annual General Meeting of the Association.
3. Notice of such alteration shall be moved by a financial member and supported by at least two other financial members. Such notices shall be circulated to all members, and shall be read to members at least two months before the Annual General Meeting at which the proposed amendment shall be discussed.
4. A simple majority of voting members present at the meeting shall be required for such amendment.

On the order of the General Assembly of the Opoji D’light North America, this living document, hereafter known as ***The Constitution of Opoji D’light North America***, is hereby approved at am/pm on Day of, in the year Two Thousand and Nineteen.

Signed:

President

Secretary