

*THE CONSTITUTION OF  
THE*

OF INCORPORATED TRUSTEES

*GLOBAL COMMUNITY HEALTH FOUNDATION*

## **PREAMBLE**

Where we, the members of **THE GLOBAL COMMUNITY HEALTH FOUNDATION** passed a resolution to establish this Foundation in Nigeria in order to pursue the objectives hereunder listed.

Now, we the members of **THE INCORPORATED TRUSTEES OF THE GLOBAL COMMUNITY HEALTH FOUNDATION** do make and adapt this constitution as a guild for the activities of the foundation and actions of its functionaries and members. This constitution shall be the ultimate test of validity for the actions and activities of the members and officers of the Foundation.

## **ARTICLE 1**

1. **Name:** The name of this foundation shall be **THE INCORPORATED TRUSTEES OF THE GLOBAL HEALTH FOUNDATION** (hereinafter referred to as “the foundation” in this constitution).

2. **Motto:** The motto of the foundation shall be, **Health, Wealth and Peace for all.**

3. **Vision Statement:** Total health for total humanity with socio-economic empowerment of the global citizenry on a solid foundation of self-reliant organization.

4. **Spiritual Statement:** That the total man’s/woman’s body, mind, heart and spirit, live, learn, love and leaves a legacy through self and collective discovery of need, talent, passion and conscience guided by attributes of discipline, vision, passion and conscience in order to supremely maximize his/her capabilities of physical intelligence, mental intelligence and spiritual intelligence.

5. **Mission Statement:** “towards building a solid foundation of health, wealth, gender equality, and peace for generations through best innovative practices and multi-sectoral and

inter-disciplinary integration and networking”.

**6. Registered Office:** The Head Office of the Foundation shall be situated in Nigeria.

## **ARTICLE 2**

### **AIMS AND OBJECTIVES OF THE FOUNDATION.**

#### **AIMS:**

1. Provision of child welfare and care.
2. Provision of environmental and related health.
3. Provision of Agriculture practices.
4. Provision of Women Empowerment/ Gender Equality.
5. Provision of peace, Democracy and Good governance.
6. Provision of Outreach and Follow-up.
7. Statistics and Demographic Health.
8. Provision of Natural and Homeopathic Health.
9. Provision of Health policy(Financial)  
Management/Health care Strengthening Systems.

#### **OBJECTIVES**

1. To develop an organizational structure for Disease and Community Development Research Institute substantially similar to that which obtains in institutes of similar nature all over the world;
2. To design new curricular and training programmes for physicians, scientist, nurses, students and other care providers, as well as for persons afflicted with infectious disease;
3. To develop drugs, cures, treatment, therapies, medications and the like for the prevention, management and treatment of infectious diseases including, but not limited to, HIV, AIDS, tuberculosis, malaria, diarrhea disease;
4. To conduct phases I-III clinical trials of and for new and

existing vaccines, drugs, cures, treatment, therapies, medications and the like for the prevention, management and treatment of diseases generally;

5. To establish, nurture and develop links and contacts with other institutes or organizations (civil society and multiplier organizations) that conduct and/ or support diseases and community development research whether in Nigeria or elsewhere;

6. To assist in the provision of programmes of preventive healthcare and medical services to rural dwellers, especially with regard to HIV, AIDS, tuberculosis and malaria as well as other emerging and reemerging diseases of reproductive and environmental health;

7. To assist in the improvement of the state of healthcare delivery by;

a. Educating people on health-related issues in both urban and rural communities.

b. Establishing and managing programmes for improved water supply

c. Establishing and managing programmes for improved environmental sanitation

d. Establishing and managing clinics to improve public access to healthcare

e. Establishing and managing programmes for improved nutrition especially in rural communities including school health programmes.

8. To assist with the provision of care and education for orphans of HIV/AIDS and other vulnerable children (OVC)

9. To assist in the promotion of Human Resources Development (educational and skills acquisition) including scholarship awards supply of books other library and scientific etc. to educational institutions at all levels in rural

and urban areas.

10. To assist in the promotion/establishment of peace, and encourage participation in leadership by women and other minorities.

11. To establish, promote and manage college funds for the benefit of the qualifying students

12. To establish, promote programmes and provide counselling for conflict management, conflict resolution, post conflict recovery and improved understanding with tolerance among different socio-ethnic cultures within the communities.

13. Consistent with the foregoing, to

a. Organize colloquiums, symposia and other activities; and

b. Make grants or distributions to individuals in support of programmes and activities which have educational, scientific and/ or charitable purpose;

14. To take any and all actions and to conduct any and all activities as shall from time to time be found appropriate in connection with the foregoing purposes of the foundation. The foundation may maintain close working relations with any organization or institution in furtherance of any of the foregoing purposes.

### **ARTICLE 3**

#### **MEMBERSHIP**

1. Membership of the foundation shall consist of persons who sign this constitution and such persons as the foundation may from time to time admit as members upon such terms and conditions as the foundation may deem fit appropriate in the circumstances.

2. Honorary, Associate or Corporate members may be admitted upon the approval in writing of the Board of

Trustees.

#### **ARTICLE 4**

#### **RULES AND REGULATIONS GOVERNING THE BODY OF THE TRUSTEES**

A. The Trustees of GLOBAL COMMUNITY HEALTH FOUNDATION for the purpose of the Companies and Allied Matters Act No.1 of 1999, part C shall be appointed at a general Meeting by two-third majority votes of members present.

B. Such Trustees (hereinafter referred to as "The Trustees") shall be THREE in number and shall be known as THE REGISTERD TRUSTEES OF THE FOUNDATION.

C. The trustees may hold office for life but shall cease to hold office if he:

(i) Resigns his office

(ii) Cease to be a member of the registered Trustees of THE FOUNDATION.

(iii) Becomes Insane.

(iv) Is officially declared bankrupt.

(v) Convicted of a criminal offence involving dishonesty by a court or tribunal of competent jurisdiction.

(vi) Is recommended for removal from by a board of Governor's and trustees majority vote of member present at any General Meeting OF THE FOUNDATION.

or

(vii) Ceases to reside in Nigeria.

D. Upon a vacancy occurring in the member of trustees, a General meeting will be held to appoint another eligible member OF THE FOUNDATION.

#### **ARTICLE 5**

#### **THE COMMON SEAL**

A. The trustees shall have a common seal.

B. The common seal shall be kept in the custody of the **Secretary** who shall produce it whenever required by the Board of Trustees.

C. All documents to be executed under the common seal by the Board of Trustees shall be signed by at least two trustees and affixed with the common seal.

## **ARTICLE 6**

### **AUDITOR**

An Auditor(s) shall be appointed at the general meeting to audit the accounts of the organization Annually.

## **ARTICLE 7**

### **MEETING OF THE FOUNDATION**

1. The foundation shall hold a general meeting of its members not less than once in each calendar year, and hold any additional meeting when fifty (50) percent of the members resolve that such additional meeting should be held.

2. **Schedule of Meetings.** Th Board of Trustees shall hold a meeting at least two (2) times in each year; provided that the chairperson of the Board of Trustees may, at any time, convene a meeting of the Board of Trustees at such place and time as may be deemed reasonable.

3. **Notice of Meetings.** Notice of all meetings shall be given at least ten days prior to the date thereof. Notice of all meetings shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes thereof, provided that these Bylaws may be either amended nor repealed nor may new Bylaws be adopted at any meeting unless the notice of such meeting shall contain a description of the proposed changes. The provisions of Article 14 shall govern in respect of such notice, which shall be given by the secretary, or in his absence or upon his

failure to act, by an officer designated by the chairman of the board or the president.

4. Consent to meetings. The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as through taken at a meeting duly held in accordance with the other provisions of these Bylaws, if a quorum be present, and if, either before or after the meeting, each of the trustees not present thereat shall give a waiver of notice as provided in article 14. All such waivers of notice shall be made a part of the minutes of said meeting.

5. Organization of meetings. At each meeting of the Board of Trustees, the chairman of the Board shall preside. In his absence he may appoint a chairman pro tem, or if he fails to do so the Trustees shall appoint one of their own number to preside. The secretary of the foundation, or in his absence a person appointed by the chairman of the meeting, shall act as secretary.

6. Quorum at Meeting. A majority of the members of the Board of Trustees, then in office shall constitute a quorum for the transaction of business at any meeting and, except as otherwise provided by law or these Bylaws, the act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. In the absence of a quorum, a meeting may be adjourned by a majority of the Trustees present until such time as a quorum may be obtained. Each Trustee at a meeting is entitled to one vote and no proxies may be exercised at Trustees' meetings.

7. Actions authorized without a meeting. If all the Trustees shall severally and/or collectively consent in writing to any action to be taken by the foundation, such action shall



be as valid a corporate action as through it had been authorized at a meeting of the Board of Trustees. Any such unanimous consent shall be filed with the secretary of the foundation.

8. Withdrawal from meetings. During the consideration of a proposed grant or appropriation by the Board of Trustees or a committee thereof, any Trustee who is an officer, director, trustee, member or employee of the prospective beneficiary shall withdraw from the meeting when the vote is taken, but his withdrawal shall not be deemed to affect the existence of a quorum.

9. Participation in a meeting of the board of trustees may occur by conference, telephone or other reasonable methods as the board may determine.

## **ARTICLE 8**

### **EXECUTIVE GOVERNING COUNCIL (EXECUTIVE COMMITTEE)**

There shall be an Executive (Governing) Council of the Foundation, which shall be made up of ten (10) members to be appointed by the Board of Trustees. The Executive Council/ Committee shall be responsible for the day-to-day administration of the Foundation through appointed officers/ agencies under the approval/ guide of the board of trustees.

## **ARTICLE 9**

### **DUTIES OF OFFICERS**

### **POSITIONS AND GENERAL RESPONSIBILITIES**

#### **GENERAL:**

I. All Officers, not including the foundation president/CEO and members of BOT, must have applied officially for their choice post, and supporting credentials submitted, before being found worthy of the appointment to

the post occupied after interview by board of trustees and result ratified by international advisory board or any other board/ committee that may be set up by the board of trustees.

**II. Election, Term of Office, and Qualifications.** Each officer, except the chairman of the Board and such officers as may be appointed in accordance with the provisions of article 10 (iii) of these Bylaws, shall be chosen annually by the Board of Trustees, and each shall hold office until the selection and qualification of his successor, if any. The chairman of the board shall be chosen by the board of trustees for a term beginning on the date designated at the time of his selection and terminating at the conclusion of the last annual or regular meeting of the board of trustees in the fifth year (and only the founder of the foundation shall hold office for life) of such term and until the election and qualification of his successor. The Chairman of the board may not be chosen for a second term of office.

Notwithstanding any provision of article 5 (i) hereof to the contrary, the chairman of the board's term as trustees shall to the extent necessary be extended to the date of expiration of his term as chairman of the board. No officer, except the chairman of the board, shall hold office after the end of the month in which he shall have attained the age of seventy years. However, the term of any officer may be extended by the board of trustees upon a determination that such extension is merited by the interests of the foundation. No officer, except the chairman of the board, the president, vice-president and treasurer shall be a trustee. Any officer may occupy two or more offices at the same time, except that no one shall at the same time occupy the offices of president and vice president. No officer shall execute, acknowledge or

verify any instrument in more than one capacity.

III. **Appointment of officers, etc.** The board of trustees or the executive Governing may appoint other officers or agents, each of whom shall hold office for such powers and perform such duties as may be provided by these Bylaws or as the board of trustees or the Executive Committee may determine.

IV. **Removal.** Any officer may resign by giving written notice to the board of trustees, to the president, or to the secretary. Such resignation shall take effect at the time specified therein and acceptance shall not be necessary to make it effective.

V. **Vacancies.** A vacancy in any office because of resignation, removal, or any other cause, may be filled for the unexpired portion of the term of that office by the board of trustees. A vacancy in any office governed by the provisions of section 15 because of resignation, removal, or any other cause, may also be filled for the unexpired portion of the term of that office by the Executive Committee.

## 1. **INTERNATIONAL EXECUTIVE COUNCIL**

The international executive council shall comprise of the officers in 1.0 to 11.0 to hereunder.

### 1.0 **PRESIDENT.**

The role of the CEO/president of the organization is to oversee the entire welfare of the organization programmes/ projects, chair meetings and also act as the public leader, role model of the organization. He shall perform the following tasks: The president shall have the power to overrule minor or controversial issues. The president's position shall not be subject to any thing to the retirement or re-election procedure notwithstanding any thing to the

contrary in this constitution. The president in consultation with the board of trustees shall have the powers to take any decision, constitute or employ any process or procedure with an aim to achieving any of the aims and objectives of the foundation notwithstanding that such power is not set out in this constitution. He/she shall exercise general supervision of all operations and personnel of the foundation, subject to the direction or approval of the board of trustees or the Executive Governing Committee. Any other duties that may be assigned to him/her from time to time.

## **2.0 VICE PRESIDENT**

The vice president performs the same role and plays it when the president is not available and permission granted as chairperson of the committee on programmes an arm of the organization that helps in the development and monitoring of all the organization's projects across the world. Conveys and chairs meetings of the Executive Committee, and chairs the general meeting of the membership by permission of or in the absence of the president. He/she have such other powers and duties as the board of Trustees, the Executive Committee, or the president may from time determine. And other duties that may be assigned to him/her from time to time.

## **3.0 SECRETARY**

The secretary shall record or cause to be recorded in books provided for the purpose, all the proceedings of the meetings of the foundation, including those of the board of trustees, and all committees of which a secretary shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as

required by law; shall be custodian of the records (other than financial) and of the seal of the foundation and see that the seal is affixed to all documents the execution of which on behalf of the foundation under its seal is duly authorized in accordance with the provisions of these Bylaws; shall see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed; and in general, the secretary shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him by the Board of trustees, the Executive committee, or the president.

#### **4.0 DEPUTY SECRETARY**

The deputy secretary shall perform the same roles as secretary whenever the general secretary is unavoidably absent and/or delegate his responsibility to his deputy. he/she shall also be one of the members of committee on programmes/projects (Supervision and Management). His or her other roles are stated under the secretary as above.

#### **5.0 TREASURER**

The treasurer shall be the chief administrative officer of the foundation with respect to financial affairs, shall be responsible for the receipt, custody, and disbursement of foundation funds and other assets, and shall be custodian of the financial records of the foundation. The Treasurer shall be subject to the direction of, and shall have such other duties as may from time to time be assigned to him by the board of trustees, the executive committee, the Audit and fund-raising committee, or the president. The Treasurer shall give such bond for the faithful discharge of his duties as the board of Trustees may require.

#### **6.0 DIRECTOR OF ADMINISTRATION AND FINANCE**

He/she work directly under the treasurer, and the different working committees in managing the organization's finances. His or roles include: help in keeping accurate records of incoming and outgoing finances of the organization. Any other duties there may be assigned to him or her from time to time.

## **7.0 DIRECTOR OF MEDIA AND RELATIONS**

He/she shall provide communication services to the organization by giving advice to the management for effective planning and programmes that are community-friendly. His or her roles include; Monitor public opinion about the organization on any issue. Advise the management on policy issues and communication strategies. Plan public relations programmes including preparing cost budget within his/her section. Evaluate communication activities and recommend future actions. Oversee use of visual and audio electronic materials, including managing an internet website. Write speeches, prepare visual aids and make public presentations when needed. Write, edit and arrange production of printed materials such as newsletters, house magazine, pamphlets and brochures. And other duties that may be assigned to him or her from time to time.

## **8.0 DIRECTOR OF PROJECTS**

The program Director is the technical officer and the supervisor to the GCHF's programmes to which the focus and operation of the organization is directed. This position has three key areas of responsibilities, which are enumerated below for proper understanding of office duties.

They are:

1. Programme/co-ordination and supervision (headed in each geopolitical/campus zone by the programme officer)
2. Field outreach/onsite propagation- (headed in each geopolitical zone/campus by the zonal/campus by the zonal/campus team leader/programme officer)
3. General responsibilities in office.

And any other duties that may be assigned.

There are eleven (11) departments/sub-directorate of programme offices, though not water tight, which include:

- i. Programme Manager, reproductive Health.
- ii. Programme Manager, environmental and Related Health.
- iii. Programme manager, Human and Technology Resource Development.
- iv. Programme Manager, Women Empowerment/Gender Equality.
- v. Programme Manager, Peace initiatives.
- vi. Programme Manager, Child Welfare and Care.
- vii. Programme Manager, outreach and follow up.
- viii. Programme Manager, Agricultural practices.
- ix. Programme Manager, Research Manager, Research and Development: (Marketing services).
- x. Programme Manager, Research and Development (Therapeutics).
- xi. Programme Manager, Statistics and Demographic Health.

These offices shall have their responsibilities similar to the director of programmes and as may be instructed by the Director of Programme within the confinement of this constitution. That is the roles and responsibilities may vary with time so far in harmony with the aims and objectives of this organization.

## **9.0 DIRECTOR OF LEGAL AFFAIRS**

The Director Legal Affairs shall be the chief legal officer of the foundation and shall coordinate all legal matters of the foundation, subject to the direction or approval of the board of trustees, the Executive Governing committee or the president. The director of legal Affairs shall perform the duties usually performed by the legal officer of a corporation and such other duties as may from time to time be assigned to him by the Board of trustees, the Executive Governing Committee or the President.

## **10.0 ASSOCIATE LEGAL DIRECTOR**

The Associate Legal Director collaborates with the Director of Legal affairs in performing other legal duties and such that relates to their department and responsibilities, nevertheless, they shall both work in liaison with the other officers that may be directly or indirectly involved with such legal matters.

## **NATIONAL/COUNTRY EXECUTIVE COUNCIL.**

The National Executive Council shall comprise of the officers specified in Articles 9.0.1 to 6 hereunder.

### **1.COUNTRY TEAM LEADER:**

The country team leader acting with responsibilities similar to the National president at the zonal level shall undertake the following responsibilities.

Convey and share meetings at the zonal levels. He/she shall exercise general supervision of all operation of all operations and personnel of the foundation, subject to the direction or approval of the Board of Trustees or the Executive Governing Committee. And other duties that may be assigned to him/her from time to time.

### **2.COUNTRY SECRETARY**



She is regarded as the administrator in the organizing, ensuring an effective supervision. Of the administrative protocols and duties. The responsibilities include the following: Keep members informed about the schedule of meetings, all through this shall be with the assistance and in joint effort with other officers as and when necessary. He/she shall also follow up all tasks and decision that come out of meetings, and make sure they are adequately implemented. This shall be done by maintaining prompt and close interpersonal relationship with the officer(s) that is/are involved or affected. he/she shall be involved in writing the organizational reports, he/she shall be responsible in drawing up agenda for meetings, therefore, he must be very current with the activities of other executives in planning for any meeting. He/she shall help in managing the organization, office, thus, help in receiving incoming calls/messages (electronic/printed) responds to correspondence.

### **3. DEPUTY SECRETARY**

He or she shall perform the same roles as the secretary, whenever the secretary is unavoidably absent and or delegates his or her duties to the deputy secretary.

### **4. COUNTRY TREASURER/FINANCIAL SECRETARY**

The Treasure shall be the chief administrative officer of the foundation with respect to financial affairs, shall be responsible for the receipt, custody, and disbursement of foundation funds and other assets, and shall be custodian of the financial records of the foundation. The Treasurer shall be subject to the direction of, and shall have such other duties as may from time to time be assigned to him by the board of trustees, the executive committee, the Audit and fund-Raising committee, the president, or the country team leader. The Treasurer shall give such bond for the faithful

discharge of his duties as the Board of Trustees may require.

#### **5.COUNTRY PROGRAMME/PROJECT (OPERATION RESEARCH AND DEVELOPMENT) OFFICER**

The organization's primary intention and aim for establishing this office shall be for the purpose of facilitating practical and objective method of creating, initiating helpful ideas, that can foster a more positive development, by means of creativity and the general implementation of worthwhile "pro-pro" policies that can promote growth and socio-economic empowerment in all segment of the organization. The responsibilities shall include: he/she shall help in the supervision and coordination of such programmes as described above as well as helps in coordinating and administering a funded research study/activities or group of associated activities. And other duties similar to Director of programmes requirements.

#### **6.PROGRAMME ASSOCIATES**

To work under and have similar duties as the programme officers.

#### **7.COUNTRY LEGAL AFFAIRS OFFICER**

The legal affairs officer shall be responsible for all legal issues and assignment within the organization. His/her role shall be performed in liaison with the other legal personnel within the organization.

The duties and responsibilities among others shall be: shall coordinate all legal matters of the foundation, subject to the direction or approval of the Board of Trustees, The Executive Governing committee or the president. The director of legal Affairs shall perform the duties usually performed by the chief legal officer of a corporation and such other duties as may from time to time be assigned to him by the Board of Trustees, The Executive Governing Committee or the

president.

## **THE ZONAL EXECUTIVE COUNCIL.**

This shall comprise of the officers specified in 8 to 13 hereunder.

### **8.ZONAL TEAM LEADER:**

The zonal team leader acting with responsibilities similar to the National President at the Zonal level shall undertake the following responsibilities.

Convey and share meetings at the zonal levels. He/she shall exercise general supervision of all operations and personnel of the foundation, subject to the direction or approval of the board of trustees or the executive governing committee. And other duties that may be assigned to him/her from time to time.

### **9.ZONAL SECRETARY**

He/she is regarded as the administrator in the organization, ensuring an effective supervision of the administrative protocols and duties. The responsibilities include the following: Keep members informed about the schedule of meetings, all though this shall be with the assistance and in joint effort with other officers as and when necessary. He/she shall also follow up all tasks and decision that come out of meetings, and make sure they are adequately implemented. This shall be responsible in drawing up agenda for meetings; therefore, he must be very current with the activities of other executives in planning for any meeting. He/she also be responsible in taking minutes of the executive meetings and of the general meetings. He/she shall help in proper keeping/recording of the members/activities/projects full records details as database of the organization office, thus, help in achieving incoming calls/messages (electronic/printed) responds to

correspondence.

#### **10. ZONAL TREASURER/FINANCIAL SECRETARY**

The treasurer shall be the chief administrative officer of the foundation with respect to financial affairs, shall be responsible for the receipt, custody, and disbursement of foundation funds and other assets, and shall be custodian of the financial records of the foundation. The treasurer shall be subject to the direction of, and shall have such other duties as may from time to time be assigned to him by the board of trustees, the executive committee, the Audit and fund-raising committee, the president, the country team leader or the zonal team leader. The treasurer shall give bond for the faithful discharge of his duties as the board of trustees may require.

#### **11. ZONAL PROGRAMME/PROJECT (OPERATION RESEARCH AND DEVELOPMENT) OFFICER**

The organization's primary intention and for aim for this office shall be for the purpose of facilitating practical and objective method of creating, initiating helpful ideas, that can foster a more positive development, by means of creativity and the general implementation of worthwhile "pro-pro" policies that can promote growth and socio-economic empowerment in all segment of the organization. The responsibilities shall include: he/she in the supervision and coordinating and administering a funded research study/activities or group of associated activities. And other duties similar to director of programmes requirements.

#### **12. ZONAL PROGRAMME ASSOCIATES**

To work under and have same duties as the zonal programme officer.

#### **13. ZONAL LEGAL AFFAIRS OFFICER**

The legal affairs officer shall be responsible for all legal

issues and assignment within the organization. His/her role shall be performed in liaison with the other legal personnel within the organization.

The duties and responsibilities among others shall be: shall coordinate all legal matters of the foundation, subject to the direction or approval of the board of trustees, the executive Governing committee or the president. The director of legal Affairs shall perform the duties usually performed by the chief legal affairs perform the duties usually performed by the chief legal officer of a corporation and such other duties as may from time to time be assigned to him by the board of trustees, the executives Governing Committee or the president.

## **CAMPUS/INSTITUTION EXECUTIVE**

### **1.CAMPUS TEAM LEADER:**

The campus team leader acting with responsibilities similar to the National President at the campus level shall undertake the following responsibilities.

Convey and share meetings at the zonal levels. He/she shall exercise general supervision of all operations and personnel of the foundation, subject to the direction or approval of the board of trustees or the executive Governing committee. And other duties that may be assigned to him/her from time to time.

### **2.CAMPUS SECREATARY**

He/she is regarded as the administrator in the organization, ensuring an effective supervision of the administrative protocols and duties. The responsibilities include the following: keep members informed about the schedule of meetings, all though this shall be with the assistance and in joint effort with other officers as and when necessary. He/she shall also follow up all tasks and decision that come

out of meetings, and make sure they are adequately implemented. This shall be done by maintaining prompt and close interpersonal reports, he/she shall help in proper keeping/recording of the general meetings. He/she shall help in proper keeping/recording of the members/activities/projects full records details as database of the organization, and this is in liaison with the programme officer. He/she shall help in managing the organization office, thus, help in receiving incoming calls/messages (electronic/printed) responds to correspondence.

### **3.CAMPUS TREASURER/FINANCIAL SECREATARY**

The treasurer shall be the chief administrative officer of the foundation with respect to financial affairs, shall be responsible for the receipt, custody, and disbursement of foundation funds and other assets, and shall be custodian of the financial records of the foundation. The treasurer shall have such other duties as may from time to time be assigned to him by the board of trustees, the executive committee, the audit and fund-raising committee, the president, the country team leader or the zonal team leader. The treasurer shall give such bond for the faithful discharge of his duties as the board of trustees may require.

### **4.CAMPUS PROGRAMME/PROJECT (OPERATION RESEARCH AND DEVELOPMENT) OFFICER.**

The organization's primary intention and aim for the establishing this office shall be for the purpose of facilitating practical and objective method of creating, initiating helpful ideas, that can foster a more positive development by means of creativity and the general implementation of worthwhile "pro-pro" policies that can promote growth and socio-economic empowerment in all segment of the organization. The responsibilities shall include: he/she shall help in the

supervision and coordination of such programmes as described above as well as helps in coordinating and administering a funded research study/activities or group of associated activities. And other duties similar to director of programmes requirements.

#### **5.CAMPUS LEGAL AFFAIRS OFFICER**

The legal affairs officer shall be responsible for all legal issues and assignment within the organization. His/her role shall be performed in liaison with the other legal personnel within the organization.

The duties and responsibilities among others shall be: shall coordinate all legal matters of the foundation, subject to the direction or approval of the board of trustees, the executive Governing committee or the president. The director of legal officer of a corporation and such other duties as may from time to time be assigned to him by the Board of trustees, the executive Governing committee, the president, the zonal or campus team leader.

#### **ARTICLE 10.**

#### **COMMITTEES**

The Board of Trustees (BOT) shall appoint external Auditors, advisers (patrons) and legal advisers to the foundation as may be necessary, and shall be at liberty to define the functions of the officers and any committee(s) that may be set up as follows:

**Creation, Membership, etc.** There shall be the following standing committees: Executive committee, investment committee, audit and fund-raising committee, management and Governance committee, and membership committee and programme committee, which committees shall possess and exercise such authority in the management of the business of the foundation between meetings of the board

of trustees may from time to time appoint such other standing or special committees as it may deem desirable, and shall provide for their powers and duties. Each member of a standing committee shall be appointed by the board of trustees from among its members to serve at the pleasure of the board. If he ceases to the extent not otherwise provided by these Bylaws, the chairman of the board shall designate the chairman of each committee. Members of the international advisory board or any other executive council may be chosen for membership of such committee. Each committee shall submit to the board of trustees at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the board of trustees, which actions shall be subject to revision or alteration by the board of trustees, which actions shall be subject to revision or alteration by the board of trustees, provided, however, that no rights of third parties shall be affected adversely by any such revision or alteration.

**a. Executive (Governing council) committee.** The Executive committee shall consist of the chairman of the board, who shall be the chairman of said committee, the president and at least two (2) additional trustees. A majority of the Executive committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or these Bylaws, the Executive Committee shall, to the extent provided by the board of trustees in a resolution or resolutions, possess and exercise the foundation between meetings of the board, except that the executive committee shall not have authority to: fill vacancies on the board; fix the compensation of the trustees for serving on the board or on any of the board that by its terms may not be amended or repealed; or perform any



function of the Audit and Fund Raising committee or membership committee. Trustees who are not members of the executive committee may attend meetings of the committee but shall have no vote.

**b. Investment committee.** The investment committee shall be responsible for formulation of the policies of the foundation, subject to the approval of the board of trustees may from time to time determine.

**c. Investment and fund-raising committee.** All members of the audit committee shall be independent trustees and fund raising other executives appointed by board trustees. If the chairman of the board is an independent trustee, he shall designate the chairman of the audit and fund-raising committee shall elect its chairman from among its members. The Audit and Fund-raising committee shall assist the Board of trustees in fulfilling its oversight responsibility with respect to the audit policies and system of internal controls of the foundation; appoint and manage the outside auditor engagement; set the officers' compensation; and be responsible for such other matters as the board of trustees may from time to time determine.

**d. Membership committee.** All members of the membership committee shall be independent Trustees. If the chairman of the board is an independent trustee, he shall be a member of the membership committee and shall be the chairman of the membership committee. Otherwise the membership committee shall elect its chairman from among its members. The membership committee shall be responsible for assisting the board of trustees in the identification of candidates for board membership; and for such other matters as the board of trustees may from time to time determine.

**e. Programme Committee.** The programme committee assist the board in its review and oversight of the program policy of the foundation. The committee gives the trustees an opportunity to deepen their knowledge of the foundation's overall programme and to contribute to programme development and assessment. The program committee's functions include: Asset Building and community Development; Knowledge, creativity and peace and social justice among others.

## **ARTICLE 11**

### **MISCELLANEOUS**

**Contracts, etc. How Educated.** The Board of trustees or the executive committee, except as may be otherwise in these Bylaws, may authorize any officer or officers, employee or employees, agent or agents, to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the instances. The Investment committee may authorize any officer, employee or employees, agent or agents, to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the foundation if such contract or other instrument relates to the investment of funds of the foundation, to the purchase, sale, or transfer of securities issued by others, or generally to the management of the funds and investments of the foundation, and such authority may be general or confined to specific instances. Unless authorized so to do by these Bylaws, the Board of trustees, the Executive Governing committee or the investment committee, no officer or agent or employee shall have any power or authority to bind the foundation by the contract or engagement, or to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

**Borrowing, checks, drafts, etc.** The foundation, whenever its general interests require, may borrow money, obtain credit and issues evidences of indebtedness for the repayment thereof, may guarantee evidences of indebtedness or other types of securities issued by others, and may assign and grant interests in any property or assets of the foundation as security for such debts and obligation. All promissory notes, guarantees, checks, drafts or other evidences of indebtedness issued in the name of the foundation shall be signed or endorsed by such officer or officers, employee or employees, agent or agents of the foundation, as shall from time to time be determined by resolution of the board of trustees, the executive committee, or the Investment committee, or in a case of the working fund accounts of the foundation, by the president, or the treasurer, and if and to the extent that such power shall have been delegated to them, or one of them, by the board of trustees, the executive committee or the investment committee. Each of such officers or employees or agents shall give such bond as the board of Trustees or such committee may require.

**Deposits.** All funds of the foundation not otherwise employed shall be deposited from time to time to the credit foundation in such banks, trust companies or other depositories as may be designated from time to time by the board of trustees or a committee of the board of trustees to which it may delegate such power, or any other officer or officers, employee or employees, or agent or agents of the foundation to whom such power may be delegated by the Board of trustees or by such committee, and for the purpose of such deposits, all checks, drafts, and other orders for the payment of money which are payable to the order of the foundation, may be endorsed, assigned and delivered by any

officer of the foundation or in such other manner as may from time to time be determined by resolution of the board of trustees or of such committee.

**Indemnification.** The Foundation shall indemnify its trustees and officers to the fullest extent permitted by law and shall have power to indemnify its employees and agents to the fullest extent permitted by law.

**Gender, etc.** All masculine pronouns and any variations thereof shall be deemed to refer to the masculine, feminine or singular or plural as the identity of the persons(s) may require.

## **ARTICLE 12**

**Notices, Waiver of Notice.** Whenever notice of a meeting is required to be given to any Trustee by laws or these Bylaws it may be given by the secretary or any officer designated by the chairman of the board or the President by sending a written communication by mail (including e-mail) or other means of written communication addressed to the trustee entitled thereto at his address as it is shown on the foundation's records. Notice shall be deemed given at the time when the same mailing or other transmittal shall be due, legal and personal notice to such trustees. A trustee may waive such notice, either before or after the meeting for which notice is required to be given, and such waiver in writing or other means of written communication shall itself be, deemed equivalent to notice. All waivers shall be filed with the records of the foundation.

## **ARTICLE 13**

### **AMENDMENT OF THE CONSTITUTION**

a. Any proposed amendment to this constitution shall be in writing and shall make some available to the Trustees at least one month before the date fixed for its consideration at

the General meeting.

b. The provision of this constitution shall be considered amended by the resolution on the proposed amendment passed by a simple majority of the members presents at the general meeting of the association, the amendment shall then be submitted to Registrar General Corporate Affairs Commission, Abuja for his approval and the amendment shall take effect the date the approval of the Registrar General is obtained.

## **ARTICLE 14**

### **SPECIAL CLAUSE**

1. The income and property of the **INCORPORATED TRUSTEES OF THE GLOBAL COMMUNITY HEALTH FOUNDATION**, however derived, shall be applied solely towards the promotion of the Aims and objectives of the foundation as set forth in this constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the foundation.

2. **PROVIDED THAT** nothing therein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the foundation. But no member of the executive council or the board of trustees shall be appointed to any salaried office of the foundation or any office of the foundation paid by fees; and no remuneration or other benefit in money shall be given by the foundation to any member of such executive council or board of trustees except in repayment of pocket expenses or reasonable and proper rent for premises demised or let to the foundation, provision last aforesaid shall not apply to any payment made by the foundation to any company for goods or services received and in which company such member

holds not be bound to account for any share of profits he may receive in respect of any such payment.

3.No additional, alteration, or amendment made to or in the rules and Regulations and the constitution for the time being in force shall take effect unless the same have been previously submitted to and approved by the Registrar-General.

4.In the event of a winding up or dissolution for the satisfaction of all its just debts and liabilities, any property whatsoever remaining **SHALL NOT** be shared to or distributed among the members of the foundation but shall be given or transferred to some other institution or their income and property amongst its or their members to the extent as is imposed on the foundation under or by virtue of the **SPECIAL CLAUSE** hereof,

The following Trustee members attest as witness to the constitution and adoption of the special clause above and therefore undersigned in support of it as follows:

1.CHAIRMAN.....

2.SECRETARY.....