

THE FEDERAL REPUBLIC OF NIGERIA COMPANIES AND ALLIED MATTERS ACT 1990 PART C, INCORPORATED TRUSTEES THE CONSTITUTION OF THE REGISTERED TRUSTEES OF HILLCREST SCHOOL ALUMNI ASSOCIATION

1. NAME OF THE ASSOCIATION:

The name of the Association shall be "HILLCREST SCHOOL ALUMNI ASSOCIATION."

2. OBJECTIVES OF THE ASSOCIATION:

The objectives of the Association shall be:

- a. To inculcate and sustain interest in the well being of Hillcrest School, Jos, Plateau State (the "School").
- b. To promote all forms of interaction between its members and between members and the School.
- c. To support the School in every possible way.
- d. To promote the School's Spirit amongst former students.
- e. To support members in their overall development, welfare, network and progression.

3. MEMBERSHIP:

- a. Any student who enrolled at the School and completed the prescribed certificate courses or spent at least one academic session shall be eligible for membership of the Association.
- b. Any person, not being a former Student of the School, who has shown sufficient interest in the affairs of the School and is adjudged to be of unimpeachable moral character, may be considered by the Board of Trustees for admission as an Honorary Member of the Association.

4. SUBSCRIPTIONS:

- a. The annual subscription shall be fixed at a General Meeting of the Association upon the recommendation of the Executive Committee.
- b. The annual subscription shall become due on the ____day of ____of each year and shall be paid not later than ____of that year.
- c. Members whose annual subscriptions are not paid by the _____day of _____of each year shall not be eligible to vote or be voted for at any meeting of the Association.

5. REGISTERED TRUSTEES:

- a. There shall be a body corporate to be known as the REGISTERED TRUSTEES OF HILLCREST SCHOOL ALUMNI ASSOCIATION (hereinafter known as "The Trustees") incorporated pursuant to the Companies and Allied Matters Act, Laws of the Federation of Nigeria, 2004.
- b. The registered address of the Trustees shall be _____, or any other place so designated by the Association.
- c. The Trustees shall have a common seal consisting of the _____ and the inscription "HILLCREST SCHOOL ALUMNI ASSOCIATION"
- d. The common seal shall be kept in the custody of the Secretary to the Trustees who shall produce it when required for use by the Trustees.

- e. The Trustees shall be elected at the Annual General Meeting of the Association, upon the recommendation of the Executive Committee.
- f. There shall at all times be a minimum of ____ Trustees provided that the number of Trustees shall not exceed a maximum of ____.
- g. Where a vacancy occurs in the membership of Trustees, such vacancy may be filled at the next General Meeting PROVIDED THAT where the number of Trustees falls below the minimum number of ____, the Executive Committee shall appoint the number of Trustees required to meet the minimum number, subject to confirmation at the next Annual General Meeting. Where the number of Trustees is an even number, the Trustees shall have a Chair, who will abstain from voting until the total number of Trustees is an odd number.
- h. The Trustees may hold office for a term of five (5) years at a time, which may be renewed by the Annual General Meeting, but a Trustee shall cease to hold office if he:
 - i. Resigns his office;
 - ii. Becomes clinically insane;
 - iii. Is officially declared bankrupt anywhere in the world;
 - iv. Is convicted of a criminal offence involving dishonesty by a court of competent jurisdiction;
 - v. Is recommended for removal from office by a two-thirds majority vote of members present at any General Meeting of the Association or
 - vi. Fails to attend ____ number of consecutive meetings of the Trustees.
- i. The role and functions of the Trustees shall be as follows:
 - i. The Trustees shall have the custody of the Certificate of Incorporation of the Association.
 - ii. The Trustees shall hold all real property belonging to the Association.
 - iii. The Trustees shall execute all title documents pertaining to real property for and on behalf of the Association.
 - iv. The Trustees shall act as Advisers to the Association, with or without the request of the Executive Committee.
 - v. The Trustees shall act as Mediators in any dispute involving the Association and/or any of its members, upon the request of the Executive Committee.
- j. The Trustees shall elect one of their number as Chairman for a single term of ____ years only and the Secretary of the Association shall serve as Secretary to the Trustees.
- k. The Trustees shall meet at least ____ in a year and ____ members shall be sufficient to form a quorum at any time. The Chairman shall preside at all meetings of the Trustees and in his absence any other member may be elected to preside over the meeting. The Chairman shall have a second or casting vote.
- l. Every matter shall be determined by a majority of votes of the Trustees present and voting on the question.
- m. The Trustees shall provide and keep a minute book in which shall be pasted minutes of the proceedings of meetings of the Trustees.

6. THE ADVISORY COMMITTEE:

- a. The Advisory Committee will serve in an advisory capacity to the Officers of the Association and shall consist of:

- i. The Immediate Past President;
- ii. The Immediate Past Secretary;
- iii. The Superintendent of the School;
- iv. Non office holding (Ex-Officio) members;
- v. All Association Branch Chairs.

In constituting the Advisory Committee, efforts shall be made to reflect, as far as possible, the different generations of former Students as well as the geographical spread of branches.

7. THE EXECUTIVE COMMITTEE:

The day-to-day affairs of the Association shall be managed by the Executive Committee, which shall consist of the Officers of the Association, who shall report directly to the Trustees. Such Officers of the Association may include:

- The President ____
- Vice President ____
- Secretary ____
- Treasurer ____

8. DUTIES OF OFFICERS:

- a. **The President:** It shall be the President's duties among others:
 - i. To preside at every Annual General Meeting and other meetings of the Association and the Executive Committee.
 - ii. To cause summoning of the Annual General Meeting and other meetings either on his own initiative or in accordance with the decision of the Executive Committee or the Board of Trustees or at the requisition of ____ members for summoning a General Meeting.
 - iii. To direct all other officers of the Association in the performance of their duties.
 - iv. To serve as ex-officio member of all sub-committees of the Association.
- b. **The Vice President:**
 - i. The Vice President shall, in the absence of the President, preside at all meetings over which the President, by Constitution, has power to preside.
 - ii. He shall perform all other duties which the President, owing to ill- health, or absence or any other cause is unable to perform, or as shall be ascribed to him by the President, the Trustees or General Meeting.
 - iii. In the absence of the President, and the Vice President, members of the Board of Trustees shall nominate one of their numbers to preside.
- c. **The Secretary:**
 - i. The Secretary shall be the Coordinating Officer of the Secretariat, and shall supervise the overall running of the Secretariat.
 - ii. The Secretariat may, from time to time, engage additional staff to help with the administration and running operations of the Association, and who will report to the President.

- iii. The Secretary shall submit a General Report of the activities of the Association, as approved by the Executive Committee and signed by the President, at the Annual General Meeting.
- iv. The duties of the Secretary shall include the following:
 - 1. To report to and receive directives from the General Secretary of the Association.
 - 2. To summon, on the instructions of the President or on requisition, the Annual General Meeting, the Executive Committee Meetings, or other Meetings of the Association. PROVIDED THAT, upon a requisition, signed by not less than ____ members of the Board of Trustees, the Secretary shall summon a meeting of the Board of Trustees and upon a requisition signed by not less than ____ members of the Association, he shall summon an Extra-ordinary General Meeting of the Association.
 - 3. To act as Secretary, record and keep minutes of all meetings of the Association.
 - 4. To write and dispatch circulars, letters and other correspondence of the Association or the Executive Committee.
 - 5. To keep a roll of members and an up-to-date list of officers of branches of the Association.
 - 6. To perform all other duties as may be allotted to him by the President or Executive Committee or the Annual or Extraordinary General Meeting.
 - 7. To be responsible for the general management of the Secretariat of the Association.
 - 8. To coordinate with all sub-committees of the Association, or delegate one of his assistants to deputize for him if he is otherwise engaged.
 - 9. To be in constant touch with branches of the Association so as to ensure that all members pay their annual subscription and other dues or subscriptions as may be determined by the Annual General Meeting or the Executive Committee.
 - 10. To prepare from time to time the list of members defaulting in the payment of their annual dues.
 - 11. To circulate such lists to the Annual General Meeting and the Executive Committee.
 - 12. To collect and promptly pay all monies to the accounts of the Association.
 - 13. To publicize the activities of the Association.
 - 14. To present the correct and progressive image of the Association to the public.
 - 15. To coordinate the organization of the social activities of the Association.
 - 16. To do all other things necessary for the effective administration of the Secretariat as required by the Executive Committee.

- d. **Treasurer**: The duties of the Treasurer shall be as follows:
 - i. To receive, collect and pay to the Association's Bankers all monies collected for the Association

- ii. To carry out any decision or directive of the Annual General Meeting and the Executive Committee in matters relating to the budget or finances of the Association.
- iii. To prepare or cause to be prepared and circulated to every member of the Association at or before every Annual General Meeting, the audited Balance Sheet and Annual Statement of Account as well as an Annual Report of the Association.
- iv. To invest the money of the Association in such securities as may be approved by the Executive Committee
- v. To prepare or cause to be prepared and submit for the approval of the Association, an Annual Budget containing estimated revenue and expenditure of the Association.
- vi. To be in constant touch with branches of the Association so as to ensure that all members pay their annual dues as prescribed by this Constitution and other dues or subscriptions as may be determined by the Annual General Meeting or the Executive Committee.
- vii. To prepare from time to time the list of defaulting members.
- viii. To circulate such lists to the Annual General Meeting and the Executive Committee.

9. TENURE:

Every officer is eligible to hold office for not more than ___ consecutive terms of two (2) years each. This provision is without prejudice to a person, being elected for another office subsequently. A person may also be re-elected to the same office after a break of at least one term.

10. ACCOUNTS AND AUDITS:

- a. The Executive Committee of the Association shall provide books of accounts in which shall be kept all proper accounts of all monies received or paid on behalf of the Association.
- b. The Executive Committee of the Association shall arrange for the accounts of the Association to be audited yearly by a firm of external independent Chartered Accountants appointed at an Annual General Meeting of the Association. The yearly audit report of the Association shall be made available to all paying members of the Association.

11. ANNUAL GENERAL MEETING:

- a. The Annual General Meeting shall be the principal organ of the Association and shall be held in the month of _____ of each year.
- b. A mandatory twenty-one days' notice convening the meeting shall be published in a National daily Newspaper and posted on the Association's official website.

12. EXTRA-ORDINARY GENERAL MEETING:

- a. An Extra-ordinary General Meeting may be summoned by the Executive Committee as may be deemed necessary.
- b. Upon a written requisition signed by at least ___ members of the Association, representing a minimum of at least ___ decades of former Students, for the holding of an Extra-Ordinary General Meeting, the Executive Committee shall summon a General Meeting for the discussion of the matter specified in the requisition for such meeting, PROVIDED THAT no other matter shall be discussed at the meeting.

- c. A mandatory notice of at least seven days shall be given for the purpose of convening an Extra-ordinary General Meeting.

13. ELECTRONIC USE:

The Executive Committee may make suitable arrangements for circulation of notices including minutes, motions, amendments, reports, notice and other circulars as well as voting by members, Trustees and Executive Committee through virtual means such as telephonic, electronic or other communication facilities.

14. ELECTIONS:

- a. Members of the Executive Committee shall be elected at an Annual General Meeting.
- b. The Notice of the Annual General Meeting shall stipulate the positions to be declared vacant and which shall be vied for at the said meeting.
- c. All intending contestants for the offices to be declared vacant shall indicate their interest to the Executive Committee through the Secretary of the Association at least thirty (30) days to the Annual General Meeting.
- d. Immediately prior to the election, all offices to be contested for shall be declared vacant.
- e. Elections shall be conducted by two Returning Officers, appointed by the Annual General Meeting, who shall declare that they have no interest in any offices being contested for.

15. QUORUM:

The quorum at meetings of the Association shall be as follows:

- a. For any General Meeting, _____ members shall form a quorum.
- b. For an Executive Committee Meeting, _____ members shall form a quorum.

16. PRESIDENTS CASTING VOTE:

The President shall have a right to a casting vote in addition to his ordinary vote at General, Executive Committee and Management Committee meetings of the Association.

17. SIGNATORIES OF THE ASSOCIATION:

- a. The President, the Treasurer and the Secretary shall be signatories to the Association's Bank accounts.
- b. The signature mandate for Association's accounts shall be any two of the three aforementioned signatories.

18. CLASS SET:

As an integral part of the Association, Class-sets shall appoint one of their number to liaise with the Executive Committee.

19. SPECIAL CLAUSE:

- a. THE INCOME AND PROPERTY OF THE REGISTERED TRUSTEES OF HILLCREST SCHOOL ALUMNI ASSOCIATION however derived in respect of the trust shall be applied solely towards the promotion of the objects of the Association, 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 however by way of profit to the members of the Association.

- b. PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association in return for any service actually rendered to the Association, but so that no member of the Executive Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or benefit in money or monies shall be given by THE REGISTERED TRUSTEES or any member of the Executive Committee except repayment of out-of-pocket expenses, or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment or any money to a member of the Association on behalf of a company in which such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
- c. NO ADDITION, alteration or amendment shall be made to or in the Constitution for the time being in force, unless the same has been previously submitted to and approved by the appropriate authority.
- d. The Association may be wound up following a unanimous vote of members at a General meeting specially convened for that purpose PROVIDED ALWAYS that in such event the winding-up provision of the SPECIAL CLAUSE of the Constitution shall apply.
- e. In the event of a winding-up or dissolution of the Association if there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the Association, but shall be given or transferred to Hillcrest School, Jos, Plateau State, Nigeria or, if the School is no longer in existence, to some other institutions having objects similar to the object of THE REGISTERED TRUSTEES OF HILLCREST SCHOOL ALUMNI ASSOCIATION and the body or bodies are prohibited from distributing its or their income and property among its or their members to an extent at least as great as is imposed on THE REGISTERED TRUSTEES OF HILLCREST SCHOOL ALUMNI ASSOCIATION before the time of dissolution and if so far as effect cannot be given to the aforesaid provision, then to some charitable object.

20. AMENDMENTS:

All amendments to this Constitution shall be adopted on the vote of 2/3 of those present and voting, whether physically or virtually, (fractions being approximated to the nearest whole number) at an Annual General Meeting of the Association. The text of a motion for any such amendments shall have been circulated by the Secretary by publishing same in a National daily newspaper, circulating electronically and posting it on the Association's website at least twenty-one (21) days before the date fixed for the Annual General Meeting.

CHAIRMAN

SECRETARY

SIGNED THIS _____ DAY OF _____ 2020