



*The Flagship Of Nigeria  
In Cyberspace*

**NIGERIA INTERNET GROUP**

A Not-For-Profit, Non-Governmental Organization Promoting Internet In Nigeria Since 1995

CONSTITUTION

## **THE NIGERIA INTERNET GROUP CONSTITUTION**

### **1. NAME**

The Group shall be called the “NIGERIA INTERNET GROUP”

### **2. AIMS AND OBJECTIVES**

The Aims and Objectives of the Group shall be:

- A. The promotion of access to the INTERNET, the global information super highway.
- B. The encouragement of the establishment, maintenance and advancement of a system of prompt and efficient advice and aid for those persons in need of it, as regards access to the internet.
- C. The promotion and maintenance of the highest professional Standards in the provision of access to the internet.
- D. The promotion of good relations among the members of the Group and between them and users of the internet.
- E. The Promotion of free exchange of ideals between the group and similar organization elsewhere.
- F. The creation of an Endowment fund for the proper carrying out of any of the above objects
- G. The promotion and maintenance of a low-cost but efficient system for access to the internet.
- H. To raise funds, by the imposition of membership dues and other levies on its members, or by donations, bequest and

From the public, and by any other legal means as the National Executive Committee may recommend to the Group, for the implementation of the aims and objectives set out herein.

### 3. SUPREME AUTHORITY

The Supreme Authority of the Group shall be exercised by the Annual General Conference of the Group.

### 4. MEMBERSHIP

Membership is open to any individual or corporate entity which meets such criteria for membership as may be laid down by the annual general conference of the group.

Provided that any member who fails to pay the annual membership dues before the 31<sup>st</sup> of the March of the year shall, for as long as he remains in default, have no right to enjoy benefits of membership.

### 5. ANNUAL MEMBERSHIP FEES

The fees payable annually by members shall be as prescribed, in addition to such special levies as may be imposed, but the annual general conference.

Provided that any regional branch of the group of the prescribe financial contributions for its members for the purpose of running the expenses of the Branch.

### 6. BOARD OF TRUSTEES

- (a) There shall be a Board of Trustees comprising not more than 15 Persons which board shall be known as "THE REGISTERED TRUSTEES OF THE NIGERIA INTERNET GROUP" who shall have such Functions as are provided in the act.
- (b) The appointment of the trustees of the Group for the purpose of the act, Part c, shall be ratified and effected by the members

at an annual general conference of the Group upon their nomination by the National Executives Committee.

(c) A Trustees shall hold office for a term of two years which term may be renewed by the annual general conference.

(d) A person nominated, in his personal cognizance or as representing an organization or corporate , for the office of trustees shall meet the qualification stipulated in section 675(1) of the act. He shall cease to hold office if he:

- I. Resigns his office
- II. Cease to be a member of the Registered Trustees of the Group;
- III. Become insane
- IV. Is officially declared bankrupt
- V. Is convicted of a criminal offence involving dishonesty by a court or tribunal of competent jurisdiction;
- VI. Is recommended for removal by a majority vote of the members present at an annual conference of the group; or
- VII. Ceases to reside in Nigeria.

(e) A causal vacancy in the Board of Trustees need not be filled until the next annual general conference.

Provided that if there are five more causal vacancies, replacement trustees shall immediately be appointed by the National Executive Committee and these replacements may be ratified or rejected at the next annual general conference.

- (f) Where the tenure of a trustee is ended, another person duly qualified may be nominated by the National Executive Committee at an annual general conference and shall be elected as a trustee by a simple majority of the eligible members present and voting on such nomination.

Provided that members of the previous of Trustees may be nominated individually or collectively for re-election into the Board.

- (g) Where there is a nomination or appointment of five or more Person to be ratified at an annual conference, such persons may be voted for individually or as a whole group.
- (h) Any decision of the Board of Trustees made in pursuance of its power over the general management of the affairs of the group may be revoked or modified by the Annual General Conference or at any other general meeting of the group.

## 7. OFFICERS

- (a) The officers of the Group, except the Executive Secretary, shall be elected at the Annual General Conference.
- (b) The Officers of the Group shall be:
  - a President
  - a Vice President
  - the Executive Secretary
  - a Treasurer
  - a Publicity Secretary.
- (c) Only individual members who are financially up-to-date shall be eligible to vote and be voted for.
- (d) A Corporate member shall not be entitled to contest , and be voted for, in an election into the National Executive Committee.

Provided, however, that a delegate or employee of an corporate Member may contest, and be voted for in his own right as a member, in an election into the National Executive Committee.

- (e) Each officer, except the Executive Secretary, shall hold office for term of two years. Provided however that an elected officer may be re-elected to hold office for a further period of one year and no trustees shall be eligible to hold any other office except that of the President, in which case such trustee shall cease to hold office as a trustee.

## 8. DUTIES OF OFFICERS

### I. President

The President shall be the Chairman of the Group. It shall be his duty

- a. To preside at all Annual General Conference and other meeting of the Group and of the National Executive Committee;
- b. To cause the summoning the Conference of other meeting either on his own initiative or in accordance with the decision of the National Executive Committee or at the requisition of 10 members for an Executive Committee meeting and 25 members from at least one –half of the regional branches for a General Meeting in accordance with clause 15 (1) (c);
- c. To direct all other officers of the group in the performance of their duties;
- d. To be an ex-officio member of all committees of the group, either by himself or through a nominee;
- e. To submit a presidential Address to the Annual General Conference.

### II. VICE PRESIDENT

- a. The Vice President shall in the absence of the President preside at all the meeting in which the President by this Constitution has power to preside.
- b. He shall perform all other duties which the President, owing to the ill-health, old age or absence from the country is unable to perform or as shall be directed by the President, the National Executive Committee or the Conference.
- c. In addition he may perform such other duties as may be required of him by Annual General Conference, the National Executive Committee or the President.

### III. EXECUTIVE SECRETARY

The Executive Secretary shall be charged with the day-to-day management of the operation of the Group's secretariat. He shall, as far as is applicable, perform all the duties normally performed by a company secretary including the following:

- a. To act as Secretary of the National Executive Committee and, in that capacity, summon on the instructions of the President or on requisition, the Annual General Conference, the National Executive Committee or other general meeting of the group, provided that upon a requisition signed by not less than 10 of the members of the National Executive Committee and on the requisition of 25 members from at least one –half of the regional branches he shall summon a general meeting of the Association in accordance with clause 15(1) ( c).
- b. To record and keep minutes of all meeting including a short summary of all decision taken thereat.

- c. To keep the common seal of the Group and use it only as directed by either the National Executive Committee or the annual general conference.
- d. To write and dispatch circulars, letters and other correspondence of the Group or the National Executive Committee.
- e. To a roll of members and up-to-date list of the Regional Branches of the Group.
- f. To furnish an annual or special reports of the activities of the group or of any of its organs.
- g. To perform all other duties as may be allocated to him by the President on behalf of the National Executive Committee or the annual conference.
- h. He shall be an ex-officio member of all committee of the Group.
- i. The Executive Secretary shall not be elected but shall be appointed for such probationary period as the National Executive Committee may determine and thereafter for such term as the employment contract between the Executive Secretary and the Group may stipulate.



#### IV. TREASURER

The duties of the Treasurer shall be as follow:

- (a) To receive, collect and pay to the Group's Bankers all monies collected for the Group or paid to the Society.
- (b) To carry out any decision or directive of the Annual General conference or the National Executive Committee in matter relating to the budget or finances of the Group.
- (c) To prepare or cause to be prepared and circulated to every member of the Group at or before every Annual General Conference, the audited balance sheet and such annual statement of account for the financial year preceding such Annual General Conference.
- (d) To invest the money of the Group in such securities as may be approved by the National Executive Committee.
- (e) To prepare or cause to be prepared and submitted for the approval of the Group, an annual budget containing the estimated revenue and expenditure of the society for the period 1<sup>st</sup> April to 31<sup>st</sup> March of the next year.
- (f) To be in constant touch with the Regional Branches and branch officers to ensure that all members pay their annual dues as prescribed by this constitution.
- (g) To prepare from time to time a list of defaulting members.
- (h) To circulate such lists to the Annual General Conference, the National Executive Committee and the Board of Trustees.
- (i) To collect and promptly pay all monies to the society's bankers.

- (j) To shall submit an annual financial report at the conference.

#### V. PUBLICITY SECRETARY

- (a) To put forward and coordinate all activities of the Group designed to publicize, to the greatest possible degree, the activities, aims and objectives of the group.
- (b) To present the correct and progressive image of the group to the public
- (c) To issue press release and statement on behalf of the Group on matters of general interest to the group constitution with the President and the National Executive Committee.
- (d) To plan and implement strategies designed to bring to the awareness of the general public the existence of the internet and to educate them on its uses and the advantages of its use.

#### 9. THE NATIONAL EXECUTIVE COMMITTEE

- a. The National Executive Committee shall comprise:

The Trustees;

All officers of the group (except the Executive Secretary), together with four co-opted members

Nominated and ratified at the annual general conference;

Past President of the Group not removed from office;

The Chairman of each Regional Branch;

Provided that the co-opted members shall be  
Individual members of the Group of recognized standing.

- b. The National Executive Committee shall meet at least once in a quarter at such time and place as may be decided by it.
- c. The quorum of the National Executive Committee shall be 11, including at least two elected officers among whom shall be the President or the Vice president, and at least two (2) trustees.

Provided that if a quorum is not formed at any particular meeting such meeting shall be postponed, by members present, to a new date; and on that date, the meeting, with the same agenda and at same venue shall proceed regardless of the lack of a quorum. The National Executive Committee shall thereafter be bound by all decision taken at the second meeting.

- d. Subject to the provisions of this Constitution, the National Executive Committee shall have the following powers, Functions and duties:
  - i. To exercise general control over the finance s and the activities of the Group and generally to do all such things as are necessary and permissible under the laws of Nigeria for the attainment of the aims and objectives of the group.
  - ii. To exercise the power of the Group with respect to the appointment of representatives to any statutory or other body.

- iii. To express the views of the group upon any matter of public interest to the group generally.
- iv. To make all necessary arrangements for the annual general conference or for any other general meeting of the group.
- v. To appoint a fit and proper person as Executive Secretary, and other employees of the Group.
- vi. To nominate to the annual conference a fit and proper person or firm to audit the accounts of the Group.
- vii. The National Executive Committee may appoint one of their members or a suitable member of the Group to perform the duties pertaining to a vacated office, or the holder of which is unable or unwilling to act during his tenure of office.
- viii. To appoint any suitable banker for the Group.
- ix. To make standing orders for the conduct and procedures of annual and other general conferences of the Group; or as may be prescribed by law
- x. To perform such other duties as the annual conference may determine.

## 10. COMMITTEE

The Group shall have such standing and ad hoc Committees as may be decided by the Annual General Conference or the National Executive and in particular the following:

- (a) Finance Committee of which the Treasurer shall be Chairman.
- (b) Editorial Board, Consisting of 1 Editor –in Chief, 1 Assistant Editor and such members as may be fixed from time to time
- (c) A Technical Committee to consider and effect strategies for the Implementation of the primary objectives of providing low –cost access to the internet. Membership shall comprise person with the necessary technical qualification and experience.

## 11. FINANCE

- (a) All monies belonging to the Group shall be kept in its name with Such bankers as the National Executive Committee shall appoint.
- (b) All cheques shall be signed by the Treasurer and counter-signed by either the President or the Executive Secretary or such other person as the National Executive Committee man by resolution authorize

- (c) No expenditure shall be incurred for any purpose unless such expenditure has been approved generally by the National Executive committee within its approved annual budget or under any supplementary budget.

Provided that in any case of serious urgency, the Treasurer in consultation with the President or the Executive Secretary may authorize such expenditure in his discretion and afterwards seek covering approval from the National Executive Committee.

- (d) The National Executive Committee may, on the advice of the Treasurer, invest the funds of the Group in Government and other gilt-edged securities or such securities as may be approved by the Annual General Conference.
- (e) The treasurer shall manage the monies of the group in accordance with the provisions set out in clause 8 (iv) herein.
- (f) If the auditor surcharges any officer or member of the group with Payment of any amount, the National Executives Committee may Serve a notice upon such person to pay the amount surcharged Within a period being less than fourteen days and not more than 30days after service of such notice upon him.

Upon such person failing to pay the amount, the National Executive Committee may authorize that legal proceedings be taken to enforce the surcharge.

(g) The financial year of the Group shall from 1<sup>st</sup> April to 31<sup>st</sup> March.

## 12. SUBSCRIPTIONS AND ANNUAL DUES

All members shall pay a registration fee at entry and an annual membership fee, which fees shall be approved by the annual conference. The annual membership fee shall be 50% of the registration fee.

## 13. DUTIES OF AUDITORS

The auditor shall be nominated annually by the National Executive Committee and approved by the annual conference. The auditor shall audit the books and accounts of the group at least once a year and submit to the Group a report thereon showing:

- (a) Any faults, irregularities or discrepancies of whatever nature that may be discovered.
- (b) Comments on any systems used in keeping the books or employed in the financial administration of the Group.
- (c) Any suggestions for the improvement of the financial administration of the Group.

#### 14. REGIONAL BRANCHES

- (a) There shall be such number of regional Branches as the National Executives Committee may recommend to the Annual General Conference.
- (b) An application to form a Regional Branch shall be signed by 10 Members working or residing within the geographical area of the Branch and submitted to the Executive Secretary.
- (c) It is the prerogative of the Annual General Conference to approved The formation of any proposed Regional Branches.
- (d) The National Executive Committee may withdraw the recognition of any Regional Branch where the number of members fall below the minimum prescribed by the annual conference, or where a branch fails to carry out its duties over a long period of time. It may merge two or more of such Regional Branches.
- (e) Every Regional Branch shall meet at least twice a year.
- (f) Every Regional Branches shall forward a programme and a record of its activities to the Executives Secretary quarterly.
- (g) Every Regional Branch shall carry out the directives of the Annual General Conference or the National Executives Committee of the Group.
- (h) Every Regional Branch shall hold an annual meeting at which among it shall conduct an election of its officers



- (i) Every Regional Branch shall make a return of its officers to the Executive Secretary as soon as its annual meeting is held

## 15. MEETING

- (a) The annual general conference shall be held on such date not later than one month after the end of financial year as may be determined by the preceding annual general conference.
- (b) An emergency general conference to deliberate on specific issues may be summoned at such time and place as may be decided by the National Executive Committee in accordance with the procedure set out in sub-paragraph(c) hereunder.
- (c) On requisition of at least 25 members from at least one-half of the Regional Branches, the Executives Secretary shall summon a meeting of the National Executive Committee to be held within 2weeks of the receipt of the requisition and then the emergency general conference shall be held within three weeks after the National Executive Committee Meeting.
- (d) A decision at any general conference shall be by a simple majority on a show of hands, except on the election of officers or on an important issue as decided by the conference or the National Executive Committee, when it shall be by secret ballot.
- (e) Standing orders shall be prepared by the National Executive Committee and applied at any general conference.
- (f) Each newly-elected setoff officers shall take office on the first Working day of May after the annual conference.

(g) The quorum for any general meeting of the Group shall be 25

#### 16. THE COMMON SEAL

(a) There shall be a common seal for the Group which shall be of such a design as may be recommended by the National Executive committee and accepted by the annual conference.

(b) The seal shall be in the custody of the Executive Secretary and the President as may be directed by either the National Executive Committee or the annual conference.

#### 17. AMENDMENT

Any provision of this constitution may be amended after the following steps are taken:

(a) Notice of the amendment proposed is given by not less than 10 financial members of the Group to the Executive Secretary at least 45days before the next annual general conference.

(b) The proposed amendment is debated at the annual conference and passed by a simple majority of all eligible members present and voting on the said proposal.

(c) Such amendment shall take effect from the date it is approved by the Registrar- General of the Corporate Affairs Commission or his successor-in-title.

## 18. WINDING UP OR DISSOLUTION

The Group shall be wound up or dissolved only in accordance with both the provisions of clause 21 of this Constitution and the provisions of the companies and allied matters Act 1990, or any other law regulating the Group for the time being in force.

## 19. INTERPRETATION

(a) The interpretation of words and phrase used in this constitution, and in the Standing Orders and Bye-laws made hereunder, shall be subject to the interpretation Act, Cap.192, Laws of the Federation, 1990 (or any law on statutory interpretation for the time being) and to the common law of Nigeria.

(b) "Conference" or "annual conference" means the annual general conference of the Group.

"The Group" means The Nigeria Internet Group or its successor-in-title.

"The Act" means the Companies and Allied Matters Act, 1990 or any other law regulating the Group for the time being in force

"The Trustee" means The Registered Trustees of the Nigeria Internet Group.

(c) Reference to a fractional majority in any vote taken hereunder shall be construed to refer to the majority of the whole number immediately following that fraction.

## 20. BYE – LAWS

Bye-laws may be made at any annual conference by a simple majority of the eligible members present and to vote at such annual conference.

## 21. SPECIAL CLAUSE RELATING TO INCOME AND PROPERTY OF THE GROUP

The income and property of the group when so ever derived shall be applied solely towards the promotion of the objects of the Group 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 Group.

- 1 Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Group in return for any service actually rendered to the group but so that no member of the National Executive Committee shall be appointed to any salaried office of the group or any office of the group paid by fees and that no remuneration or other benefit in money or money shall be given by the Group to any member of the National Executive Committee except repayment of out –of –pocket expenses or reasonable and proper rent for premises demised or let to the Group provided that the provision last aforesaid shall not apply to any company to a member of the group may be a company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
- 2 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 and approved by the Registrar- General.

3 In the event of a winding-up or dissolution of the Group there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Group but shall be given or transferred to some other institution or institution having object similar to the objects of the Group and the body or bodies are prohibited from distributing its or their income amongst its members to an extent as least as great as is proposed on the Group under or by virtue of SPECIAL CLAUSE hereof, such institution of institutions to be determined by the members of the Group and if effect cannot be given to the aforesaid provision then to some charitable objects.

.....

CHAIRMAN

.....

SECRETARY

DATE.....

DATE.....

#### THE NIGERIA INTERNET GROUP STANDING ORDERS

Intended to provide for the conduct and procedure of the Annual General Conference and other conference or meeting and matters relating thereto, and shall be read together with the constitution and the bye-laws of the Group.

1. The Standing Orders are made by the National Executive Committee of the Nigeria Internet Group in the exercise of its powers contained in clause 9 of the constitution of the Nigeria Internet Group and other enabling powers in that behalf.

## BUSINESS

2. An annual General Conference shall transact such business as are Placed on its agenda by the National Executive Committee or any other business decided by the conference.
3. An Agenda of the business of the meeting shall be supplied to every member. This agenda shall be adhered to till the completion of business, unless a proposition to suspend these Standing Orders is made and carried by a two-thirds majority of the members present.
4. The President shall take the chair and formally open the meeting. In the event of the President not being able for any reason to take the chair, the Vice President shall occupy the chair, failing that members present will elect a Chairman from among themselves.
5. No members shall commence to speak on any topic until recognized to do so by the Chairman.
6. Any member who wishes to speak shall hold up his hand to attract the Chairman's attention.
7. No two members shall stand up or speak simultaneously during discussion at meeting.
8. The order of speaking shall be determined by the Chairman in his absolute discretion without fear or favor.

9. The Chairman shall use his discretion to stop a discussion when there are many members anxious to speak on a subject, in due fairness, when he considers that further discussion will be provocative, irrelevant or dilatory to the matter.
10. A member, who has any relevant and pertinent information to give, may in the course of a speech by another plead with the Chairman but such a person shall only give his information if permitted to do by the Chairman.
11. A member may raise a plea of “ point of order” which when raised shall only be allowed where a member observes and the Chairman accepts that there is a deviation by the speaker from the subject matter and / or according to these Standing Orders.
12. A member may raise a plea of “ on point of correction” where there has arisen misquotation of a speaker, or a misrepresentation of either a speaker of the matter under discussion.
13. Misquotation or a misrepresentation shall be corrected firstly by the Person misquoted by the Chairman.
14. In the event of a proposition to proceed to the next business or for progress being moved and seconded, it shall after the proposer and seconder of the resolution have been heard be put to vote. If agreed to, all other propositions on the subject under discussion shall be considered as disposed of. Once a subject has been discussed and voted upon it shall not again be introduced during the meeting except with the concurrence of the majority of the members present at the Conference.

15. No motion or amendment shall be discussed unless it is seconded, except the proposals of the Executive Committee or the report of any Committee of the Association which shall be taken as having been moved and seconded. No second amendment or rider shall be moved upon until the first amendment is disposed of.
16. On any issue, cause or matter, every member shall have one vote at a time but the Chairman shall have a second or casting vote in the event of equality of votes.

Provided that if at an election there is equality of votes, the presiding Electoral Officer shall have a casting vote.

17. No member may be in too casual or provocative a dress at any general meeting. The Chairman may request any member in such a dress to Leave the hall, though he may return after correcting his appearance.
18. The ruling of the Chairman on all matters shall be obeyed Unconditionally.
19. The Chairman shall have power to ask anyone found hooting, shouting Side-talking or doing any other distributing acts to walk out of the meeting.
20. The full meeting shall have power to appoint committee for furtherance of its business. Such Committees may sit during the hours of the should It be necessary for them to do so.
21. The Chairman may give directions or adopt measures reasonably necessary in the interest of the Association or reasonably conducive to the conduct or proceedings of any conference or meeting. The procedure at a meeting of any committee may be determined by that committee. It may appoint its Chairman, Secretary or co-opt any other two members.



## ELECTION

22. Only qualified voters shall be admitted into the Conference Hall during election time.
23. For the purposes of any election, and subject to any provision for a Casting vote, each member, whether corporate or an individual shall be entitled to a single vote.
24. Student members shall not be entitled to vote at any election of the group, unless the annual general conference shall, by simple majority make an exception in that regard. Notice of a motion to make such exception shall be given 45days before the annual conference.

“Student member” shall be defined to mean a person pursuing any full-time course of study leading to the award of a first degree.

## EQUIPMENT

25. Ballot papers, in one or different colors, authenticated or identified, e.g. by stamping, shall be made ready before hand and supplied to members either at conference entrance after a break immediately preceding election or in the hall, as and when necessary, and ballot containers or boxes shall be procured or made available before election time.

## LIST

26. A full list of properly nominated candidate shall be exhibited or pasted at a conspicuous place or notice board in or around conference hall on or before second day of annual general conference and also supplied to the electoral officers.

## **PERSONNEL**

27. Ad hoc electoral officer, a minimum of three and a maximum of six , one of whom shall preside, shall be appointed by the Annual General Conference.

## **FUNCTIONS**

28. The electoral officers shall control, conduct and manage the annual election for which they are appointed during the election. The presiding electoral officer shall have the powers of the Chairman under these Standing Orders

## **DECISIONS**

29. Such electoral officers shall decide on the color of the ballot paper to be Used for any office about to be contested, if ballot papers of different color are supplied
30. To the extent of their functions, the decision of the electoral officers shall be final.

## **PROCEEDINGS**

31. Validity of proceedings of an Annual General Conference or any other conference or meeting shall not be affected by any office, vacancy or by any defect in the appointment or election of members or officers or any irregularity in the proceedings.

## **ACTION**

32. Any members or members of the Association may be expelled from a conference or meeting or have any other disciplinary action taken against him/ her for such reasons as the National Executive Committee or the Conference may deem fit.

## **CONFLICT**

33. For the avoidance of doubt, the provisions of the Constitution shall have Precedence and prevail over those of the Bye-laws and the Standing Orders where there is a conflict or for any other cause.

## **AMENDMENT**

34. The Standing Orders may be amended by the National Executive Committee on two-thirds majority votes of its members present, after a Minimum of 14 days notice of the proposed amendment shall have given to, by or through the Executive Secretary.
35. The annual general conference shall be held at any time in the month of December as a simple majority of members present and eligible to vote At the immediately preceding annual conference may decide
36. Eligibility to vote shall be determined by a members good financial Standing
37. The Annual General Conference may by simple majority vote of Members present and eligible to vote, rescind, amend or suspend any of these Standing Orders.